STUDDS ACCESSORIES LIMITED

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CIN No.: L25208HR1983PLC015135

Date: August 12, 2026

To, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	To, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001
NSE Scrip Symbol: STUDDS	**BSE Scrip Code: 544599**

***Subject:* Notice of 44th Annual General Meeting (AGM) and Submission of Annual Report for the financial year 2025-26 and Intimation of Record date.**

Ref: Compliance under Regulation 34 and 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir/Madam,

In continuation to our letter dated August 11, 2026, the 44th AGM of the Company will be held on **Saturday, September 05, 2026 at 4:00 p.m. (IST)** through Video Conferencing ('**VC**') / Other Audio-Visual Means ('**OAVM**') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ('**MCA**') and Securities and Exchange Board of India ('**SEBI**').

Pursuant to Regulation 34, 42 and other relevant regulations of the Listing Regulations, we are submitting herewith the Annual Report including other Statutory Reports for the financial year 2025-26 along with the Notice of the 44th AGM of the Company and the same is also available on the website of the Company at https://www.studds.com/investor-relations/annual-report and on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company ("**RTA**") at https://in.mpms.mufg.com/.

The Annual Report including Notice of 44th AGM is being sent through electronic mode to all those members whose email IDs are registered with the Company or the RTA or the Depository Participant(s) ("**DPs**"). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending letters to Members, whose e-mail addresses are not registered with Company/RTA/DP(s), providing the weblink of exact path and QR code from where the Annual Report can be accessed on the Company's website. The Annual Report for F.Y. 2025-26 can be directly accessed at https://www.studds.com/Adminpanel/uploads/templates/annual-report-2025-2026.pdf

Further, in terms of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to its Members to exercise their right to vote by electronic means (both remote e-voting as well as e-voting during the 44th AGM) using the electronic voting platform provided by the RTA.

The details pertaining to (i) registering/updating KYC and other details (ii) E-voting Instructions (iii) Dividend and Taxation of Dividend and (iv) process to attend the 44th AGM through VC/OAVM are set out in the Notes to the Notice of 44th AGM.

Further, kindly take note of the details in relation to the 44th AGM of the Company:

Sr. No.	Particulars	Details
1	Cut-off / Record Date for the purpose of determining the entitlement of Members to receive the aforesaid dividend for the financial year 2025-26; to vote on the resolutions set out in the Notice of the 44th AGM; and to attend the AGM. The payment of dividend, if approved by the Shareholders at the AGM, shall be subject to deduction of tax at source, as applicable and will be distributed amongst the eligible Members, within 30 days from the date of AGM.	Saturday, August 29, 2026
2	**Remote e-voting period:**	
	Commencement of remote e-voting period.	Wednesday, September 02, 2026 at 9:00 a.m. (IST)
	Conclusion of remote e-voting period.	Friday, September 04, 2026 at 5:00 p.m. (IST)

This information will also be available at the website of the Company at www.studds.com .

We request you to take the same on your record.

Thanking You,
Yours faithfully,

FOR Studds Accessories Limited

ASHA MITTAL

Digitally signed by ASHA MITTAL
Date: 2026.08.12 20:05:56 +05'30'

Asha Mittal
Company secretary and compliance officer

SMK

STUDDS

FROM LEGACY TO LISTED

SCALING NEW HEIGHTS

Studds Accessories Limited

ANNUAL REPORT 2025-26

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Corporate Overview

Statutory Reports & Financial Statements

Cautionary Statement

In this annual report, we have disclosed forward-looking information to enable investors comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically produce/ publish, may contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipates’, ‘estimates’, ‘expects’, 'ambition', ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements would be fully realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. If known or unknown risks or uncertainties materialise, or if underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

A five-decade safety company entered the public market with the same belief that shaped its first helmet: protection must be accessible, dependable and trusted.

FY2025-26 was a defining year for Studds Accessories Limited. The Company listed on India's Main Board Stock Exchanges, delivered its strongest financial performance, strengthened its premium and export engines, advanced new product platforms and continued investing in capacity for the next stage of scale.

The cover line, "From Legacy to Listed. Scaling New Heights", captures this passage with precision. Legacy reflects the discipline built across manufacturing, distribution, product development and rider trust. Listed reflects a larger standard of governance, disclosure and public accountability. Scaling new heights reflects the next phase: premiumisation, exports, capacity, innovation and a wider rider safety platform.

1975
STUDDS brand registered

Rs. 6,342.33 Mn
Revenue from Operations

Rs. 826.53 Mn
Profit after tax

~20%
Export revenue share

8.13 Mn
Sales volume
Helmets and boxes

8.27 Mn
Production volume
Helmets and boxes

70+
Countries reached

7 Nov 2025
Listed on BSE and NSE

FROM LEGACY TO LISTED

Scaling New Heights

The journey of STUDDS began in 1972 with a simple insight: riders needed protection they could rely on. Over five decades, STUDDS helped shape the helmets from a compliance-led safety product into a trusted riding companion, combining certified protection, comfort, design and style. That purpose has built a national brand, a global export presence and one of the world's largest two-wheeler helmet companies by volume in Calendar Year 2024.

(Source: CARE Report dated October 10, 2025)

FY2025-26 marked a defining chapter. On 7 November 2025, Studds Accessories Limited became India's first listed helmet manufacturer. The IPO, structured as an Offer for Sale, gave the Company a larger public platform, wider shareholder participation in the long-standing growth journey of Company, and sharper governance expectations.

The opportunity ahead is equally significant. India recorded its highest-ever annual domestic two-wheeler sales in FY2025-26, while helmet penetration remained far below the global average. This gap creates a long runway for trusted, certified brands.

STUDDS enters this phase with clear strengths. STUDDS remains the scale brand for everyday India.

Over and above, our SMK brand is building premium relevance in India and overseas. Exports contribute ~20% of revenue. Upcoming Facility V will take production capacity from 9.5 million to 12.5 million units per annum. New growth spaces are opening through riding gear, bluetooth communication systems, bicycle helmets and smart safety platforms.

Legacy stands for trust, reinvestment and manufacturing depth.

Listed stands for transparency, governance and wider accountability.

Scaling new heights stands for disciplined growth across brands, markets, capacity and innovation.

The next chapter will be measured by scale and defined by discipline.

Chairman's Message

Dear Shareholders,

FY2025-26 will remain one of the most important years in the history of STUDDS. On 7 November 2025, after more than five decades of legacy of brand 'STUDDS' and building this Company with patience, discipline and belief, Studds Accessories Limited became a publicly listed Company.

For me, the listing carried the weight of a story that began in 1972, when two young brothers went to a motorcycle rally and saw riders without helmets. That single observation became a responsibility and the beginning of a mission and that mission gave birth to STUDDS, a Company now present in more than 70 countries, holding a 27.3% share of the Indian market by volume and 25.5% by value in FY24*.

The road from that first observation to this listing was built one decision at a time. We reinvested in manufacturing before scale was fashionable. We built in-house capabilities because safety cannot depend on shortcuts. Over the years, we continued to improve our safety parameters, product testing and manufacturing consistency, which helped STUDDS become a trusted name among consumers. We chose to serve every rider, with a range that runs from affordable everyday protection to premium helmets, so that customers across segments could find a STUDDS product without compromising on safety. At the same time, SMK gave the Company a sharper premium edge, offering better features, global styling and performance-led appeal for new age consumers who want more from their riding gear. This balance between accessibility and aspiration has shaped the trust placed in our name.

"For five decades, we earned the trust of riders. Our listing debut is new, the strength behind is not. We now carry the trust of our investors with equal pride and purpose."

Madhu Bhushan Khurana
Chairman and Managing Director

STUDDS has always stood for accessible safety. Our products serve students, office-goers, delivery partners, factory workers, families, touring riders and enthusiasts. Many of them ride every day on roads that leave little room for error. Our purpose is simple: to protect that rider with a product that is tested, certified, comfortable and dependable.

Becoming listed brings a wider circle of accountability. It brings sharper disclosure, stronger governance and a public measure of our conduct. We welcome this stage. The Company has operated with financial prudence and long-term thinking for decades. Listing gives that discipline a larger platform, and higher visibility with international distributors, OEM partners, institutional buyers and talent.

The timing of this step is meaningful. India recorded its highest-ever annual two-wheeler sales in FY2025-26. Helmet penetration in India remains 0.60 helmets per two-wheeler against a global average of 1.52*. The gap represents a safety obligation for the country and a long runway for organised, certified manufacturers.

STUDDS enters this listed chapter with strong fundamentals. The Company delivered consolidated revenue of Rs. 6,342.33 million in FY2025-26, EBITDA of Rs. 1,221.91 million and profit after tax of Rs. 826.53 million. Exports contributed ~20% of revenue. SMK continued to gain strength as a premium brand and contributing ~15% of revenue. Manufacturing capacity is being expanded from approximately 9.5 million units to 12.5 million units through the next phase of investment.

The ambition is larger, yet the principles remain steady. We will grow with cost discipline. We will innovate with safety at the centre. We will expand globally while continuing to serve India deeply. We will remain a Company that respects capital, people, partners and the rider.

I thank every employee who gave their skill to this Company, every distributor who took STUDDS into the market, every OEM partner who trusted our quality, every supplier who supported our standards and every customer who chose our helmet and chose us. I also welcome our new shareholders. You have joined us at a defining point in our history.

The legacy is strong. The responsibility is larger. The next climb has begun.

Madhu Bhushan Khurana
Chairman and Managing Director
Studds Accessories Limited

*[Source: CARE Report]

Managing Director's Message

Dear Shareholders,

FY2025-26 was a defining year for STUDDS. We became India's first listed two-wheeler helmet manufacturer, but the listing was only one expression of a larger pattern: the Company's ability to move ahead of the market and build before the opportunity becomes obvious.

During the year, we strengthened the engines that will shape the next phase of growth: premiumisation, exports, capacity, product innovation, manufacturing depth and public-market governance. STUDDS continued to grow on a large base, while SMK scaled faster than any other part of the portfolio and moved from a premium label into a genuine growth engine for young, design-led riders seeking stronger features, sharper styling and trusted safety. Exports deepened from a shipment-led presence into structured market-building across the US, Europe and Latin America. Facility V advanced as the capacity foundation for the next stage, while the product portfolio widened from helmets into a broader rider safety platform through riding gear, licensed editions, bluetooth communication systems and smart-helmet development.

SMK entered a new visibility league during the year. The brand became the first Indian helmet brand to enter the FIM Road to MotoGP ecosystem through the Moto4 Latin America Cup. This platform supports premium brand credibility, especially in markets where racing culture shapes consumer preference. We have also put in place a racing roadmap that will build SMK's international identity over the next few years.

Manufacturing remains the backbone of STUDDS. Our installed capacity of approximately 9.5 million units is being expanded to 12.5 million units through Facility V. The total planned capex for Facility V is approx. Rs. 1,600 million. The expansion is being built with flexibility, allowing allocation between STUDDS and SMK based on market demand.

"Our ambition is to build STUDDS into a globally respected rider safety Company with revenue of Rs.10,000+ million in the next 3–4 years."

Sidhartha Bhushan Khurana

Managing Director

The market backdrop supports this direction. India's two-wheeler industry achieved its highest-ever annual domestic sales in FY2025-26. Helmet penetration remains well below the global average. The shift from unorganised to organised, rising safety awareness, premiumisation, export expansion and potential strengthening of helmet regulation create a multi-year runway for the Company.

Our consolidated revenue grew 8.6% year-on-year to Rs. 6,342.33 million. EBITDA grew 16.4% to Rs. 1,221.91 million, with EBITDA margin improving to 19.3% from 18.0% in FY2024-25. Profit after tax grew 18.7% to Rs. 826.53 million, with PAT margin at 13.0%. Gross margin has improved from approximately 48% in FY2022-23 to approximately 60% in FY2025-26, reflecting premiumisation initiatives, product mix improvement, input cost discipline and better operating economics.

The quality of this performance matters. STUDDS continued to grow steadily on a large base, with helmets sales volumes reaching 7.74 million units in FY2025-26. SMK, our premium international brand, continued to reshape the growth profile of the Company, with volumes growing at an approximate three-year CAGR of 52%. SMK ASP stood at ~Rs. 2,550 in FY2025-26 and its EBITDA margin runs approximately 10% points above STUDDS. This mix shift is central to our margin journey.

Exports contributed ~20% of revenue in FY2025-26, compared with 16.75% in FY2024-25. Our international business is progressing from market access to market building. The new Italy subsidiary in Reggio Emilia is designed as a direct-to-dealer hub for Europe, one of the largest motorcycle markets in the world. The US subsidiary, Bikerz US Inc. delivered its first year of profitability in FY2025-26.

Our ambition is to build STUDDS into a globally respected rider safety Company with revenue of Rs. 10,000+ million in next 3-4 years. This aspiration is backed by four clear engines: premiumisation through SMK, export expansion, capacity addition and adjacencies such as riding gear, bluetooth communication systems and bicycle helmets.

The Board has recommended a dividend of Rs. 3 per equity share, reflecting a 60% dividend payout on face value. This balances reinvestment for growth with a clear commitment to shareholder returns.

As we operate as a Listed Company, our focus is to keep the operating rhythm strong. We will continue to improve quality standards, invest in brand, expand capacity, strengthen digital channels, build global distribution, deepen product development and maintain financial discipline. The Company has entered a larger arena. The execution must now match the opportunity.

I thank our employees, channel partners, OEM customers, suppliers, riders and shareholders for their trust. FY2025-26 changed the scale of our platform. The years ahead will test the strength of our execution. We are prepared for that responsibility.

Sidhartha Bhushan Khurana
Managing Director
Studds Accessories Limited

ABOUT STUDDS

A Legacy Built to Protect, A Company Ready to Scale

A safety Company built in India. A manufacturing platform reaching riders across the world.

Studds Accessories Limited is India's first listed two-wheeler helmet manufacturer and one of the world's largest helmet manufacturers by volume in Calendar Year 2024, as per the CARE Report. The Company was incorporated in 1983 in Faridabad, Haryana. Its brand story began earlier, with the STUDDS brand registered in 1975 and rooted in the founding observation that Indian riders needed reliable helmets.

Today, STUDDS designs, manufactures, markets and sells helmets and riding accessories under STUDDS and SMK. The portfolio spans full-face, open-face, flip-up, flip-off, modular, off-road and adventure helmets, supported by a growing range of riding gear, gloves, visors, luggage systems, bluetooth devices and sporting helmets.

The Company sells across India through a wide distributor network and exports to more than 70 countries. It supplies to OEM partners, manufactures for international private labels and is building its own premium global presence through SMK. This multi-channel model gives STUDDS breadth in India, premium reach overseas and institutional credibility with partners who demand high safety and process standards.

The Company's manufacturing base in Faridabad integrates key processes in-house, including EPS liners, mould-making, decals, painting, stitching, assembly, testing and product development. This depth allows STUDDS to protect quality, manage cost and refresh products at a pace suited to both everyday India and global premium markets.

Vision

At STUDDS, we envision a world where every rider embarks on their journey with confidence, protected by helmets that blend cutting-edge technology, unparalleled safety, and distinctive style. Our commitment is to lead the global helmet industry, ensuring that each rider, whether commuting through bustling city streets or exploring scenic routes, experiences the perfect harmony of protection and design. As we continue to innovate and expand, we aim to touch lives across continents, making safety a universal standard and a lifestyle choice.

Mission

A rider who is not just travelling but also carrying with them dreams, dreams which are associated with individual, their family, society and the nation. We believe that dreams inspire individuals and bring out their best. This quest to fulfil dreams of every individual motivates us to work tirelessly and deliver on quality and innovation. We at STUDDS believe that dreams differentiate the better from the best and it's our small effort in the journey of the individuals to fulfil their dreams.

WHY STUDDS

The Case for STUDDS

Six strengths, each built over five decades, each measurable today.

#1
by volume, CY2024

The largest two-wheeler helmet player

Largest in India by revenue in FY2024 and the world's largest by volume in Calendar Year 2024 , with a 27.3% domestic volume share and 25.5% value share *(Source: Care Report).* Nearly five decades of focus on safety and quality built the trust behind those numbers.

Over 19K
SKUs across 240+ designs

A catalogue that covers every rider and price point

More than 240 designs — 160+ under STUDDS, 80+ under SMK — spanning mass-commuter to premium. The breadth deepens loyalty and repeat purchase, and few competitors can match it across segments.

9 / 14
months idea-to-production

Vertical integration that controls quality, cost and speed

In-house EPS liners, water decals, moulds, painting, stitching, assembly and a VCA-certified test lab let STUDDS turn a design into production in about 9 months for STUDDS and 14 months for SMK. Backward integration is not a cost line; it is the reason the Company can move first.

~52%
SMK 3-year volume CAGR

A premium engine reshaping the economics

Introduced in 2015-16, SMK was built to serve performance-oriented and style-conscious riders in India and abroad. The brand has since grown from a premium line into a strategic growth engine, with volumes compounding at an approximate three-year CAGR of 52% and EBITDA margin roughly 10 percentage points above STUDDS. With European design collaboration and entry into the FIM Road to MotoGP ecosystem in FY2025-26, SMK reflects our premiumisation in measurable business outcomes, not just brand ambition.

70+
countries, 360+ distributors

A distribution moat at home and abroad

A pan-India network of 360+ active distributors and exports to more than 70 countries, supported by ISO 9001, ISO 14001, BIS IS 4151 and ECE 22.06 accreditations and many more. A distribution network of this depth is itself an entry barrier in this industry.

Zero
net debt, 60% dividend payout on face value

A capital-efficient model that funds its own growth

Brand recall keeps advertising spend low; integrated operations hold down cost; distributor weekly credits and importer advances keep working capital tight. Between FY2023 and FY2025, revenue compounded 8.15%, EBITDA 32.14% and profit before tax 43.10% — and the Company carries zero net debt while recommended 60% dividend pay out on face value.

LEGACY OF EXCELLENCE

Our Journey Over the Years

1972

- Two young brothers, riders themselves, saw helmet-less riders at a motorcycle rally.
- The observation becomes an idea, and the idea becomes a Company.

1975

The STUDDS brand got registered.

1983

Incorporation of the Company to make safe and quality helmets for riders.

1998-1999

Obtained Manufacturing licence; 'STUDDS' trademark assigned.

2001-2009

- Exports began in Europe, opening a new international chapter.
- Prior set-up operations were consolidated and shifted to the newly set-up Manufacturing Facility I.

2015–16

- Launch of SMK brand to serve the premium helmet segment.
- Setting up of an additional Manufacturing Facility II.

2019–20

Setting up of Manufacturing Facilities III and IV, with Facility IV dedicated to in-house EPS parts, printed decals and bicycle helmets to deepen vertical and backward integration, and Facility III set up to expand manufacturing operations.

2021

In-house electronics lab established for smart-helmet and bluetooth development.

2024

Bikerz US Inc. acquired as a wholly owned US subsidiary to strengthen North American market's presence.

7 Nov 2025

STUDDS becomes India's first listed two-wheeler helmet manufacturer, listing on BSE and NSE.

2026

SMK joins the FIM Road to MotoGP ecosystem, marking the Company's entry into the performance motorsport segment.

THE YEAR THAT CHANGED EVERYTHING


BSE


STUDDS
RIDE YOUR DREAMS


FOLLOW BSE'S OFFICIAL SOCIAL MEDIA HANDLES


09:42
SMK
BSE


LISTING CEREMONY
STUDDS
RIDE YOUR DREAMS
SMK
STUDDS ACCESSORIES LIMITED
BSE
10:00

FY2025-26 was the year STUDDS became listed, larger in ambition and sharper in strategic direction.

1. A public platform for the next chapter

The public listing placed STUDDS in a new arena of governance, disclosure and accountability. For a Company built through decades of reinvestment, the listing marked recognition of a disciplined operating model and created a stronger identity with investors, global partners, institutional customers and talent.

2. Capacity creation prepared the next stage

Facility V represents the Company's most important capacity expansion. Installed capacity of approximately 9.5 million units is being expanded to 12.5 million units through two phases. The total planned capex is approx. Rs. 1,600 million.

3. SMK changed the growth profile

SMK continued to scale from a premium brand into a strategic growth engine. Its three-year volume CAGR of 52%, ASP of ~Rs. 2,550 and margin profile above STUDDS give the Company a sharper premiumisation lever. Its racing presence adds credibility in markets where performance culture influences helmet preference.

4. Exports shifted from reach to market-building

Exports reached ~20% of revenue in FY2025-26. The Italy subsidiary in Reggio Emilia is intended to build direct dealer access in Europe. The US subsidiary delivered its first year of profitability. These developments convert international presence into more deliberate market creation.

5. Innovation widened the Company's boundary

New helmet models, Warner Bros. Discovery licensed editions, protective jackets, protective gloves, bluetooth communication systems and sporting helmets are extending STUDDS beyond its core helmet portfolio. The planned Decathlon engagement for India requirements, expected to commence in 2026, gives the Company an entry point into bicycle and sporting helmets, a natural adjacency to its safety, certification and manufacturing strengths.

The year did not change the Company's purpose. It changed the scale at which that purpose can now be pursued.

BRAND PORTFOLIO

Built for Every Rider Segment

STUDDS: everyday safety at scale

The mass and mid-market brand serves daily commuters and value-conscious riders through an MRP range of Rs. 925 to Rs. 4,195, strong recall, disciplined pricing and a broad India distribution network.

SMK: premium growth with global relevance

The premium international brand serves performance-oriented and style-conscious riders through an MRP range of Rs. 3,000 to Rs. 15,350, ECE-certified products, European design collaboration and racing-led visibility.

OEM and private label: trust through institutional channels

The Company supplies leading two-wheeler OEMs in India and manufactures for international private labels such as Daytona and O'Neal, demonstrating process reliability across demanding buyer groups.

Sporting and rider gear: widening the safety platform

Bicycle helmets, CE-certified jackets, protective gloves and bluetooth systems extend the brand into adjacent rider safety categories that align naturally with the core.

The Launches That Defined STUDDS

Across five decades, STUDDS’ evolution can be read through the helmets it brought to market. Each model reflected the rider of its time: the everyday commuter looking for reliable protection, the urban customer seeking sharper design, the touring rider asking for comfort and ventilation, and the premium enthusiast expecting certification, performance and style.

As the portfolio expanded from practical commuter helmets to full-face, open-face, modular, flip-up, off-road and adventure formats, the Company kept adding new layers of capability through in-house designs, EPS liners, moulds, graphics, testing and finishing.

Raider Street DV

Laminar

Nova

JET Long Visor

Ninja Comet

Raider DV

Terrain Goggles

DC Collection : A Warner Bros Collaboration

Studds Accessories Limited has partnered with Warner Bros. Discovery Global Consumer Products to launch a range of officially licensed, character-inspired helmets for the Indian market. The DC Collection features designs built around iconic Superman and Batman artwork, alongside beloved classics such as Tom & Jerry and Looney Tunes, bringing global pop culture to Indian roads.

Every helmet in the collection carries STUDDS' ISI-certified safety standards, ensuring that bold, character-led design never comes at the cost of protection. The result is a lineup that appeals to riders across age groups, from young fans to lifelong comic enthusiasts.

This collaboration marks a new chapter in STUDDS’ lifestyle-driven product innovation, where helmets go beyond protection to become a statement of personality, passion, and fandom. By blending safety, style, and pop-culture appeal, STUDDS continues to offer riders a unique way to express themselves on every journey.

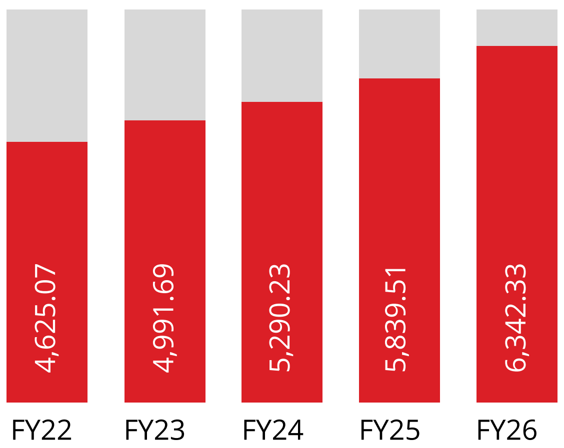
Drifter Batman Edition

Trooper Legacy Shield Edition

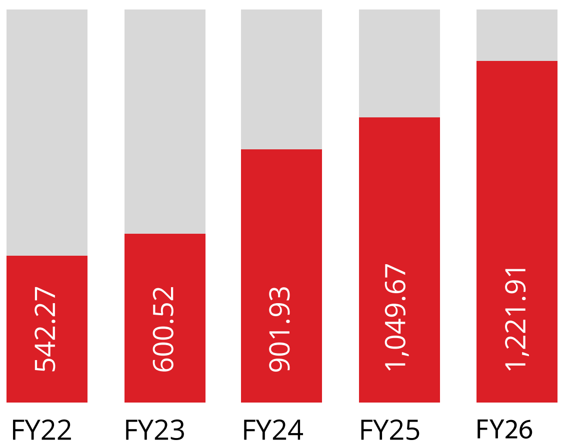
Helios Superman Edition

Performance That Built Momentum

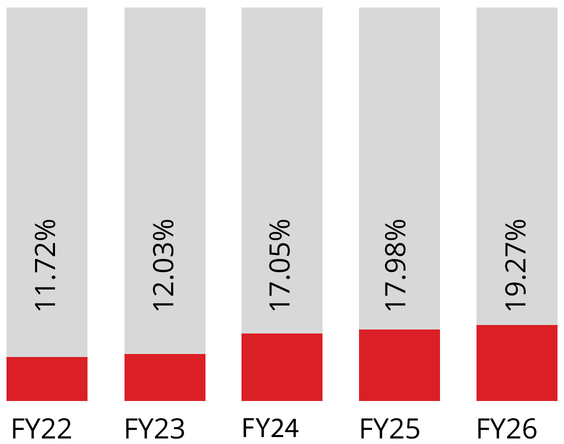
Revenue (Rs. in Million)



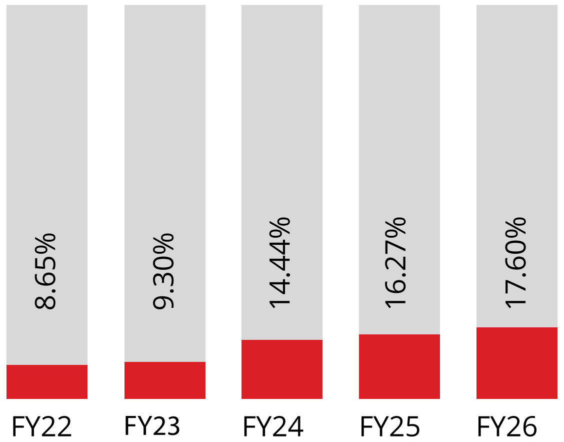
EBITDA (Rs. in Million)



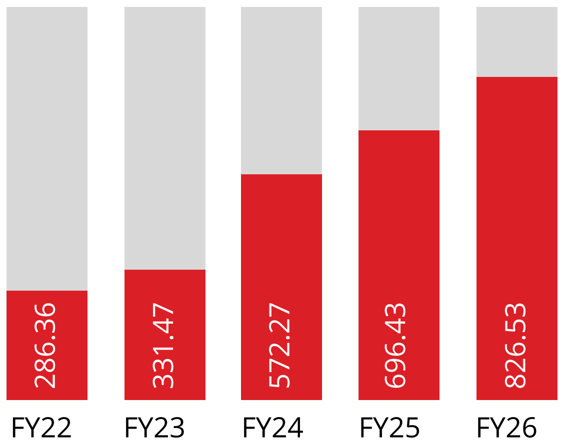
EBITDA margin (%)



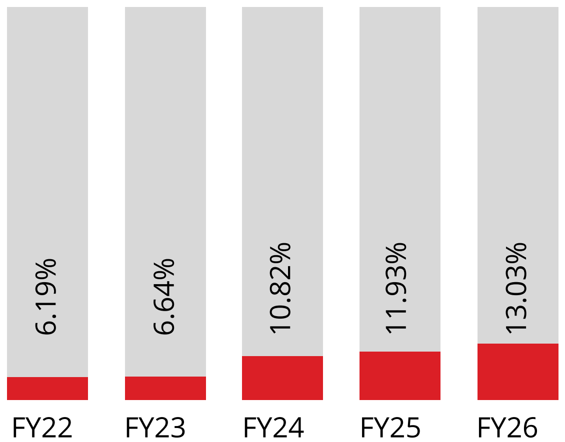
PBT margin (%)



Net profit (PAT) (Rs. in Million)



PAT margin (%)



Previous year details have been regrouped/reclassified for the purpose of accuracy. Above numbers are on consolidated basis.

Operating highlights

8.13 Mn
Sales volume
Helmets and boxes

8.27 Mn
Production volume
Helmets and boxes

~52%
SMK volume CAGR
3-year CAGR

~20%
Export revenue share
vs 16.75% FY2024-25

89%
Capacity utilisation
Helmets and boxes

70+
Countries
Export presence

360+
Distributors
Active network (PAN India)

240+
Helmet styles
19,000+ SKUs

IPO highlights

STUDDS listed on BSE and NSE on 7 November 2025, becoming India's first listed two-wheeler helmet manufacturer. The IPO was an Offer for Sale of Rs. 4,554.88 million comprising 7,786,120 equity shares of face value Rs. 5 each.

The Company received no proceeds from the Offer for Sale. The proceeds of the Offer for Sale accrued entirely to the selling shareholders. The strategic value of the listing lies in enhanced public visibility, strengthened governance, broader shareholders' participation, liquidity for shareholders.

OUR VALUE CREATION MODEL

Creating value that lasts

INPUTS

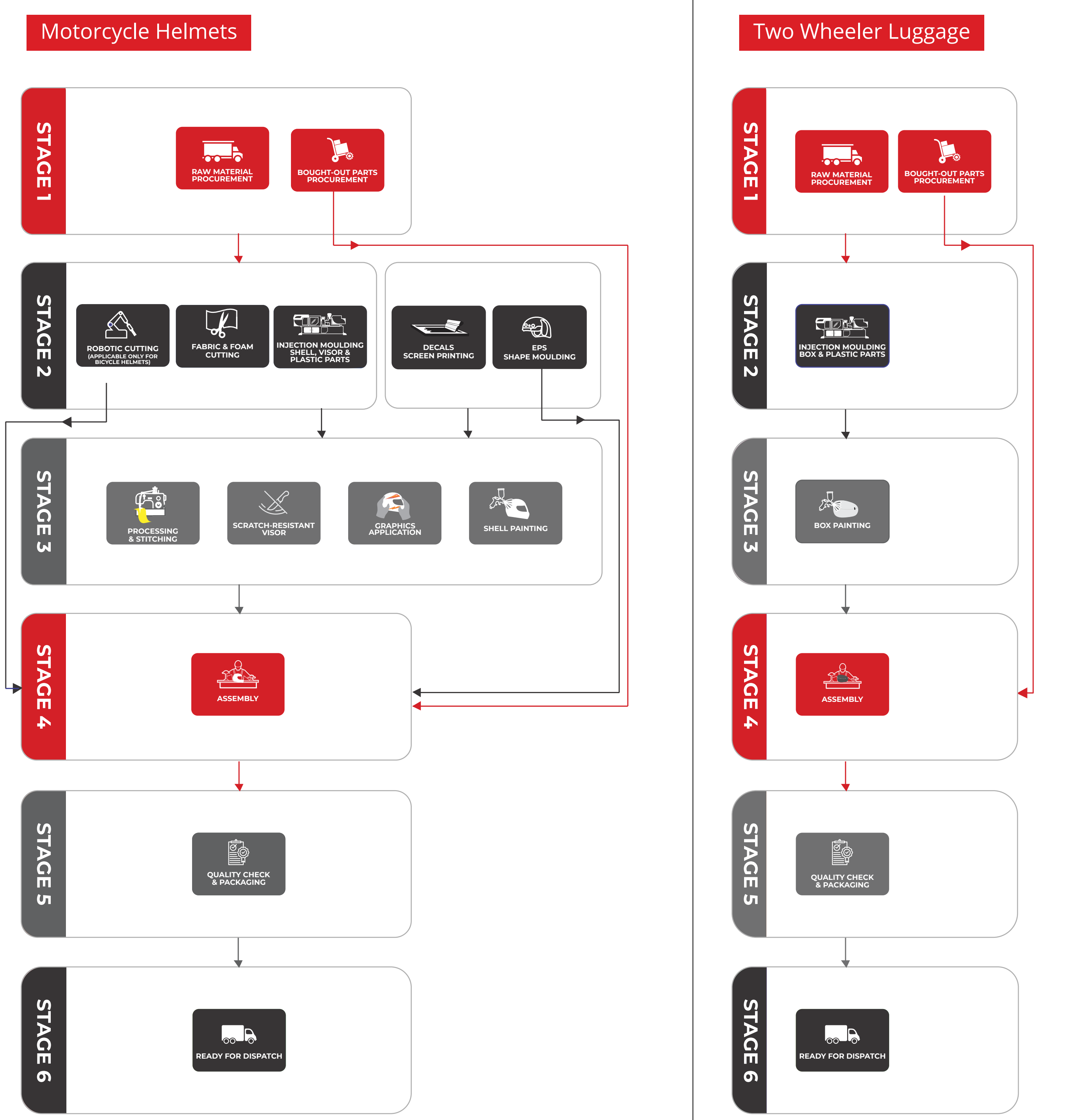
Financial Capital
- Zero net debt
- Rs. 480 Mn capex in FY2025-26
- Net worth: Rs. 5229.68 Mn

Manufacturing Capability
- 4 Operating Facilities
- Facility V under construction
- ~9.5 Mn installed capacity is planned to expand to 12.5 Mn

People
- 3,000+ employees incuding manufacturing, design and support etc.
- 70+ member in-house design and development team

Social and Relationship
- 360+ distributors
- 70+ countries export presence
- 1,000+ suppliers

VALUE CREATION PROCESS



OUTPUTS

Financial Highlights
- Rs. 6,342.33 Mn revenue from operations (+8.6% YoY)
- Rs. 1,221.91 Mn EBITDA; 19.3% margin
- Rs. 826.53 Mn profit after tax; 13.0% margin
- Rs. 3 dividend per share; 60% payout on face value
- ~20% export revenue share

Manufacturing Capability
- 8.13 Mn sales volume
- 8.27 Mn production volume
- 89% capacity utilisation for helmets and boxes
- 240+ helmet styles and 19,000+ SKUs

People
- Diversity Ratio: 8.42% as on March 31, 2026 (including contractual)
- Designed & certified protection for affordable to premium segments

Social and Relationship
- Rs. 14.59 Mn CSR obligation spent in full
- CSR across health, education, environment and women empowerment
- Facilitate strong procurement and better negotiation power

OUTCOMES

Financial Discipline
Strongest annual performance, improved margins and reinvestment capacity for brand, capacity and innovation.

Next-Stage Growth
Premiumisation, exports, facility V and adjacencies create the platform for scale beyond the listing year.

Responsible Progress
- Skilled employment and CSR across healthcare, education and environment.
- Road safety and rider's value, with certified protection across STUDDS, SMK, licensed editions, and riding gear.

Community Development
Demonstrated commitment to CSR through investment in community development and sustainable practices.

MANUFACTURING EXCELLENCE

Built with Control. Scaled with Precision.

STUDDS operates four active manufacturing facilities in Faridabad, Haryana, with a fifth facility under construction. The manufacturing platform is vertically integrated across the helmet value chain, covering EPS liner production, in-house mould-making, shell fabrication, painting, hard coating, metallizing, water decal application, fabric stitching, assembly, testing and dispatch.

This integration gives the Company control over quality, cost, development timelines and certification readiness. In a safety product, this control is critical. Every shell, liner, visor, fitting and finish must work as part of one protective system.

Manufacturing highlights

4	8.27 Mn	89%	~9.5 Mn
Facilities	**Annual production**	**Capacity utilisation**	**Installed capacity**
Faridabad, Haryana	Helmets and boxes	Helmets and boxes	Current base

The Company produced 8.27 million helmets and boxes in FY2025-26. Capacity utilisation for helmets and boxes stood at 89%, with EPS at 88% and water decals at 57%. This points to high utilisation in core assembly and shell-related processes, while leaving selective room in linked capabilities that support product complexity and graphics depth.

Facility V is designed to support the next stage of scale. It will take installed capacity from approximately 9.5 million units to 12.5 million units through two phases. The expansion is also designed for flexibility, allowing allocation between STUDDS and SMK as demand patterns change across mass, mid-market and premium segments.

Capabilities that protect quality

- In-house EPS liner manufacturing supports quality consistency in a critical impact absorption component.
- In-house mould-making and 3D printing support faster prototyping, certification updates and product refreshes.
- Robotic and automated painting lines improve consistency and finish quality.
- Water decal, hard coating, metallizing and stitching capabilities support SKU breadth and design variety.
- Conveyorised assembly improves flow, standardisation and operating discipline.
- VCA-certified in-house element testing laboratory strengthens product validation and certification readiness.
- Electronics lab, established in 2021, supports smart helmet and bluetooth development.

GLOBAL FOOTPRINT

India-Built. Globally Trusted.

STUDDS is present in more than 70 countries. The next task is to deepen that presence in the markets that matter most.

The Company's export journey began in 2001 with Europe. Today, STUDDS reaches riders across Europe, Asia, the Americas, Africa and other international markets. The international business has become a more important part of the Company's growth mix, with export revenue rising to ~20% of total revenue in FY2025-26 from 16.75% in FY2024-25.

The strategy is shifting from shipment-led presence to structured market-building. United States and Europe are central to this plan. The Company is expanding its reach in the US through its wholly owned subsidiary (WOS), Bikerz US Inc. The newly incorporated Italy subsidiary in Reggio Emilia is intended to act as a warehousing and distribution hub, enabling direct dealer access in one of Europe's largest motorcycle markets. Spain continues to be served through an established distributor, while Germany and France are priority markets for the direct dealer approach.

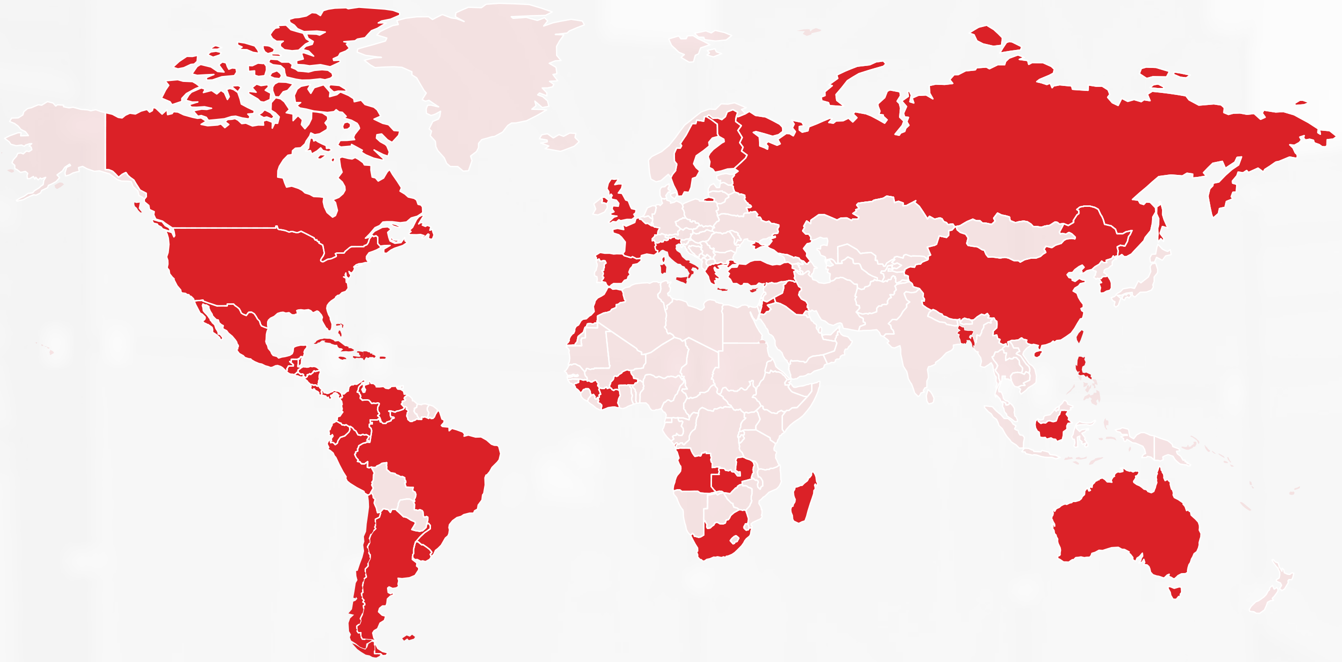
Latin America provides another growth path. Mexico offers access to a large two-wheeler helmet market. Colombia remains an important market through the Company's established distributor relationship and strong brand visibility at Feria 2 Ruedas.

The US subsidiary, Bikerz US Inc. delivered its first year of profitability in FY2025-26, with revenue of approximately USD One Million. This provides a useful base for learning, distribution development and premium brand building in a demanding market.

Global events support this market-building agenda. SMK's presence at EICMA, GIIAS Indonesia, Feria 2 Ruedas, Motobike Istanbul, India Bike Week and the Moto4 Latin America Cup strengthens the brand with dealers, riders and performance communities.

Export markers

70+ **Countries** Global reach	**~20%** **Export revenue share** FY 2025-26	**~Rs. 2,600** **SMK Export ASP** FY 2025-26	**~Rs.1,000** **STUDDS Export ASP** FY 2025-26
Italy WOS **Direct dealer hub** Reggio Emilia	**30%+** **Exports** YOY	**USA** **~200% increase in Sales** Bikerz US Inc.	**Moto4** **FIM Road to MotoGP** SMK Brand Building



- ANGOLA
- ARGENTINA
- AUSTRALIA
- AUSTRIA
- AZERBAIJAN
- BANGLADESH
- BELARUS
- BENIN
- BERMUDA
- BRAZIL
- BURKINA FASO
- CANADA
- CHILE
- CHINA
- COLOMBIA
- COSTA RICA
- COTE D'IVOIRE
- CROATIA
- DENMARK
- ECUADOR
- EL SALVADOR
- FINLAND
- FRANCE
- FRENCH POLYNESIA
- GEORGIA
- GERMANY
- GREECE
- GUATEMALA
- HONDURAS
- INDONESIA
- ISRAEL
- ITALY
- JORDAN
- KENYA
- KUWAIT
- LITHUANIA
- MALAWI
- MALAYSIA
- MALDIVES
- MAURITIUS
- MEXICO
- MOROCCO
- NEPAL
- NETHERLANDS
- NEW ZEALAND
- NICARAGUA
- PANAMA
- PARAGUAY
- PERU
- PHILIPPINES
- POLAND
- PORTUGAL
- QATAR
- RUSSIA
- SAUDI ARABIA
- SENEGAL
- SINGAPORE
- SOUTH AFRICA
- SOUTH KOREA
- SPAIN
- SWEDEN
- TAIWAN
- TURKEY
- UGANDA
- UKRAINE
- UNITED ARAB EMIRATES
- UNITED KINGDOM
- UNITED STATES
- URUGUAY
- VENEZUELA
- VIETNAM
- ZAMBIA

PRODUCT PORTFOLIO AND INNOVATION

Protection, Reimagined for Every Rider

STUDDS is widening from helmet manufacturing to a broader rider safety ecosystem.

The Company offers more than 240 helmet styles and designs across full-face, modular, open-face, flip-up, flip-off, off-road and adventure helmets. This design portfolio translates into more than 19,000 SKUs, giving STUDDS one of the broadest rider safety product portfolios in the Indian market.

The product engine is supported by a 70+ member in-house designs and development team, an in-house mould-making shop, a design centre, 3D printing capability, an electronics lab and a VCA-certified element testing laboratory. STUDDS product development typically takes around 9 months from ideation to production, while SMK platforms take around 14 months due to higher complexity and certification needs.

FY2025–26 witnessed the addition of several products and refreshed graphics across STUDDS and SMK, including Ninja Comet, Raider DV, Raider Street DV, JET (Long Visor), Nova, Laminar, Terrain Goggles; and Graphics-Helios D2 Circuit, Agnar Cyborg, Jet Toxic, Vogue D1 Square, Raider Brook, Ninja Elite D2 Stroxx, Typhoon Sparko, Gullwing Sonic, Allterra X Sprint, Stellar Sport Flight and more.

STUDDS Licensed editions through Warner Bros. Discovery and DC Comics added a new consumer dimension. Products such as Helios Superman Edition, Drifter Batman Edition and Trooper Legacy Shield Edition bring pop-culture appeal into certified everyday protection, helping the brand connect with younger riders and design-conscious customers.

The Company also entered riding gear in FY2025-26 with protective jackets and protective gloves. This includes men's summer jackets, touring and winter jackets, women's winter jackets, waterproof gloves, leather gloves, touchscreen-compatible gloves and track-oriented products. All jackets carry CE EN 17092-4:2020 Level A certification.

Bluetooth communication systems, smart helmet capability and additional platforms are under development. Bicycle and sporting helmets add another adjacency, supported by the planned Decathlon engagement for India requirements. These categories help STUDDS extend its safety purpose beyond the primary helmet purchase.

Innovation scorecard

240+ **Helmet styles** Across categories	**19,000+** **SKUs** Design and variants	**70+** **Design team members** In-house	**9 months** **STUDDS cycle** Approx. development time
14 months **SMK cycle** Approx. development time	**5-7** **Annual new models** Typical launch rhythm	**50+** **Moulds** For complex SMK platforms	**Since 2021** **Electronics lab** Smart safety development

A rider safety ecosystem, not a single product

The Company's portfolio is no longer a helmet line. It is an ecosystem: the helmet at the core, then riding gear, gloves and eyewear; bluetooth and smart-safety electronics; and bicycle and sporting helmets at the edge. Each layer keeps STUDDS with the rider beyond the first helmet purchase.

BRAND ARCHITECTURE

Built for Every Rider

One Company. Multiple rider segments. Clear economics behind every brand role.

STUDDS' brand architecture is built for breadth and margin progression. STUDDS gives the Company reach, trust and everyday relevance in India. SMK gives premium positioning, export leverage and higher margin potential. OEM supply embeds STUDDS quality into the vehicle purchase journey. Private labels deepen international manufacturing credibility. Sporting helmets and riding gear open adjacencies that fit the core.

STUDDS: the trust engine

STUDDS serves the mass and mid-market with an MRP range of Rs. 925 to Rs. 4,195. It benefits from high recall, disciplined pricing, a large distributor network and deep relevance among daily riders.

SMK: the premium growth engine

SMK serves premium Indian and international riders with an MRP range of Rs. 3,000 to Rs. 15,350. It carries premium styling, racing visibility and margins above STUDDS. The target is to increase SMK revenue contribution over the next two to three years.

OEM: institutional trust at scale

STUDDS supplies helmets to Honda, Hero, Royal Enfield, Suzuki and Yamaha. OEM supply strengthens manufacturing credibility and places certified protection closer to the new two-wheeler purchase moment.

Private labels: credibility before scale

Daytona and O'Neal relationships demonstrate that STUDDS can manufacture for demanding international brands. These partnerships provide market knowledge and proof of process capability as the Company expands its own brands.

Adjacencies: the next safety layer

Bicycle helmets, protective jackets, gloves and bluetooth systems deepen rider engagement and expand STUDDS from a helmet-led business to a broader safety platform.

OUR PEOPLE

Built by Skill. Strengthened by Discipline.

A listed Company needs systems. A safety-conscious Company needs people who care about the smallest detail.

STUDDS employs more than 3,000 people across manufacturing, design, development, sales, marketing and support functions. The people agenda in FY2025-26 focused on capability, leadership depth, safety, engagement and organisation readiness for a listed future.

STUDDS also set up a new IT office in Gurugram to widen its talent pool and strengthen digital capability. The ESOP programme approved by the Board, subject to shareholder approval at the ensuing 44th AGM, is intended to align eligible employees in India and overseas subsidiaries with Company's long-term performance.

Capability building during the year

During FY 2025–26, the Company continued to invest in employee capability development through a structured learning framework covering behavioural, technical and compliance business-specific competencies. Training programs were delivered by both internal subject matter experts and external facilitators.

Key training initiatives included

- **Behavioural Training:** Interpersonal Skills, Leadership Development
- **Technical Training:** Abnormality Handling, HIRA (Hazard Identification and Risk Assessment)
- **Compliance Training:** POSH Awareness at Workplace, ISO 17025:2017 Awareness & Internal Audit, Fire Safety Equipment Inspection
- **Business & Functional Training:** Advanced MS Excel, SAP MM Module, Negotiation Skills, Permit to Work, Emergency Preparedness

These initiatives enhanced employee capabilities, strengthened operational excellence, and reinforced a culture of continuous learning and compliance across the organization.

Engagement that builds belonging

The Company remained committed to fostering an inclusive and engaging workplace by organizing a variety of employee engagement, wellness, and community initiatives throughout the year.

Key engagement activities included

- Celebration of cultural and festive occasions such as International Women's Day, Independence Day, Navratri, Diwali, Christmas, and Lohri, promoting diversity and team bonding.
- Organized industrial visits for students from JIMS and Manav Rachna International School, providing practical industry exposure.
- Conducted Reward & Recognition programs to appreciate and motivate employees for their outstanding contributions.
- Organized a Health Check-up Camp in association with Medanta Hospital to promote employee well-being.
- Executed campus hiring drives with YMCA College and NIET Institute, creating opportunities for young talent through internships and employment.
- Celebrated quarterly business milestone achievements, bringing employees together to recognize collective success and strengthen team spirit.

These initiatives reinforced employee engagement, strengthened collaboration across functions, and contributed to building a connected, motivated, and high-performing workplace culture.

People highlights

3,000+
Employees
FY2025-26

A strong and diverse workforce driving innovation, operational excellence, and sustainable business growth.

70+
Design and development team
In-house

An experienced in-house Design & Development team focused on product innovation, engineering excellence, and continuous improvement.

1
Gurugram IT office
Set up in FY2025-26

Established to strengthen the Company's digital capabilities, provide technology support, and accelerate digital transformation initiatives across business functions.

ESG, SUSTAINABILITY AND CSR

Built on Safety. Extended Through Responsibility.

STUDDS began with a safety purpose. Its ESG, Sustainability and CSR work extends that purpose to riders, employees, communities and the environment.

For STUDDS, responsibility begins with the product. A certified helmet is a direct contribution to public safety. Every improvement in affordability, comfort, certification, distribution and awareness increases the likelihood that a rider wears a helmet every day.

The Company's ESG, Sustainability and CSR priorities reflect this foundation. Road safety awareness, health, education, environmental conservation, women empowerment, employee safety and governance strengthening are connected by a single idea: growth must protect people and improve the ecosystem around the Company.

Road safety: the original responsibility

The HDFC Bank Helmet Receipt campaign in January 2026 converted the Company's founding purpose into a public road safety message. Across 4 states and 12 cities, 2,812 helmet receipts were distributed at traffic signals as an appreciation for wearing helmets or letters cautioning those not wearing helmets. The campaign recognised riders wearing helmets and reminded non-compliant riders that helmet use is a daily life-saving discipline.

Environmental and operational responsibility

The Company continues to focus on safe operations, energy conservation and resource efficiency across its facilities. Existing initiatives include solar energy usage, energy-efficient equipment, Variable Frequency Drives (VFDs), LED lighting, PNG-based fuel transition, treated water recycling, rainwater harvesting and smart controls to reduce wastage.

Governance

STUDDS has built its governance framework progressively over the years, strengthening board oversight, internal controls and compliance processes well ahead of its public listing. The Board includes executive and independent directors, with key committees constituted and functioning for several years. Deloitte has served as internal audit partner for several years, providing independent assurance across financial controls and business processes. The Company continues to enhance its practices around disclosures, controls, risk oversight and prevention of insider trading — a governance culture built through consistent investment over time, with the listing reinforcing an already embedded framework.

CSR spent

FY2025-26 CSR obligation was Rs. 14.59 Million and the same was entirely spent during the year.

Community programmes

1. Project Arogya: Health & Wellness

STUDDS supported the Accord Faridabad Half Marathon 4.0 with Accord Foundation, drawing 1,400+ participants around the theme "Choose Fitness Over Sickness" encouraging people to make health an active choice. The Company also supported healthcare, preventive care, and sanitation for underprivileged individuals, including life-saving surgeries, surgical assistance, therapeutic care, and hygiene campaigns, through multiple implementing partners.

2. Project Shiksha: Education & Learning

STUDDS supported infrastructure upgrades at a government school and ran a free tuition center in Faridpur village (Faridabad) under the "Aao Seekhein" programme. The Company also funded school fees and vocational training for children from low-income families, and supported special education and therapies for children with disabilities, creating an inclusive environment for their learning.

3. Project Paryavaran: Environmental Conservation

STUDDS supported the maintenance of public parks in Faridabad to improve community open spaces, and backed animal welfare through the construction of shelters for cows and dogs, offering safe, hygienic spaces and rehabilitation for abused, injured, abandoned, and neglected animals.

4. Harit Brick Abhiyan: Women Empowerment & Environment

Implemented by STUDDS in collaboration with Tender Hearts Education Society, in Faridabad, this initiative converts plastic waste into eco-friendly bricks, with a school plastic drive engaging students as collection partners. It combines waste management with livelihood generation for local women through skill development and income opportunities.

GLOBAL EVENTS

Motobike Istanbul, Turkey - April 2025

Feria 2 Ruedas, Colombia - May 2025

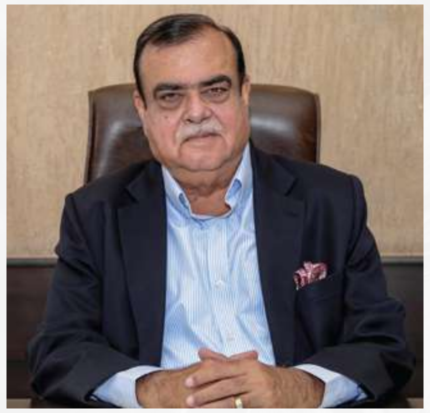
GIIAS, Indonesia - July 2025

EICMA, Italy - Nov 2025

Moto4Latin, Brazil - March 2026

CORPORATE INFORMATION

Our Board



Mr. Madhu Bhushan Khurana
Chairman and Managing Director

Mr. Sidhartha Bhushan Khurana
Managing Director

Ms. Shilpa Arora
Whole-time Director

Ms. Deepshikha Singla
Independent Director

Mr. Shishira Rudrappa
Independent Director

Mr. Pankaj Duhan
Independent Director

Key Managerial Personnel

Mr. Manish Mehta*
Chief Financial Officer

Ms. Asha Mittal
Company Secretary and Compliance Officer

Bankers

- **HDFC Bank**
- **Axis Bank**

Auditors

Statutory Auditors

Rajan Chhabra & Co.
Chartered Accountants

Secretarial Auditors

Chandrasekaran Associates
Company Secretaries

Internal Auditors

Deloitte

With effect from July 1, 2026, Mr. Bharat Goyal appointed as the Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company, succeeding Mr. Manish Mehta.

Management Discussion and Analysis

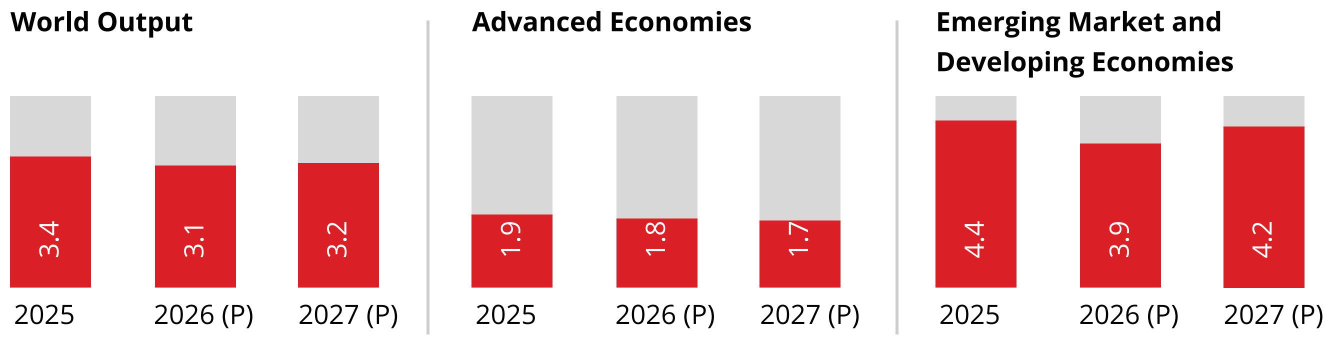
Industry Structure and Developments

Economic Overview

Global Economy Review

The global economy remained steady in 2025, despite trade-policy shifts, geopolitical disruptions and tighter financing conditions across several markets. Global output grew by 3.4% in 2025, supported primarily by emerging market and developing economies, which expanded by 4.4%. Advanced economies grew by 1.9%, reflecting slower but stable demand conditions. Global growth is projected to moderate to 3.1% in 2026 before improving marginally to 3.2% in 2027.

Real GDP Growth (%)



P = Projections

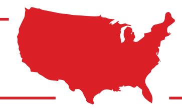
Inflation continued to ease across major economies, with global inflation estimated at 4.1% in 2025 and projected to decline further to 3.8% in 2026 and 3.4% in 2027. This moderation supported a more predictable cost environment for global businesses. However, policy uncertainty, tariff adjustments and uneven monetary easing continued to influence capital allocation, trade flows and operating costs.

Geopolitical risk remained a key pressure point for the global economy. While the Russia-Ukraine conflict continued to affect commodity markets and logistics, West Asia emerged as a sharper source of disruption during the year. Tensions in the region affected shipping routes, energy logistics and commodity markets, contributing to freight volatility, input-cost pressure and uncertainty in the availability of critical materials and services.

Source: IMF World Economic Outlook, April 2026, IMF World Economic Outlook Update

Regional Economic Review

United States



The United States grew by 2.1% in 2025 and is projected to grow by 2.3% in 2026 and 2.1% in 2027. Growth is expected to remain supported by consumer spending, real wage gains and continued investment activity, although policy uncertainty, elevated financing costs and trade-related risks may keep the outlook measured.

Japan

Japan's economy grew by 1.2% in 2025 and is projected to grow by 0.7% in 2026 and 0.6% in 2027. The recovery remains moderate, shaped by wage growth, inflation management and the direction of fiscal and monetary policy.

Europe

The Euro Area continued to recover from earlier energy and inflation shocks. GDP growth improved from 0.9% in 2024 to 1.4% in 2025 and is projected at 1.1% in 2026 and 1.2% in 2027. Growth is expected to be supported by gradual improvement in consumption and easing price pressures, although the recovery remains modest.

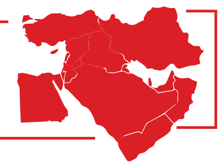
Asia

Asia remained the strongest growth region, led by India and supported by steady demand across emerging markets. China's economy grew by 5.0% in 2025 and is projected to moderate to 4.4% in 2026 and 4.0% in 2027. The region is expected to continue contributing significantly to global growth, although trade-policy changes and softer external demand may affect export momentum.

Latin America

Latin America recorded GDP growth of 2.4% in 2025, with growth projected at 2.3% in 2026 and 2.7% in 2027. The region benefited from easing inflation and gradual recovery in domestic demand, although growth remained uneven across major economies such as Brazil and Mexico.

Middle East and West Asia



Growth in the Middle East improved to 3.6% in 2025 and is projected at 1.9% in 2026 and 4.6% in 2027, supported by oil output and diversification efforts in economies such as Saudi Arabia. However, geopolitical tensions across West Asia continue to affect shipping routes, energy logistics and commodity markets, creating downside risks for trade, inflation and financial stability.

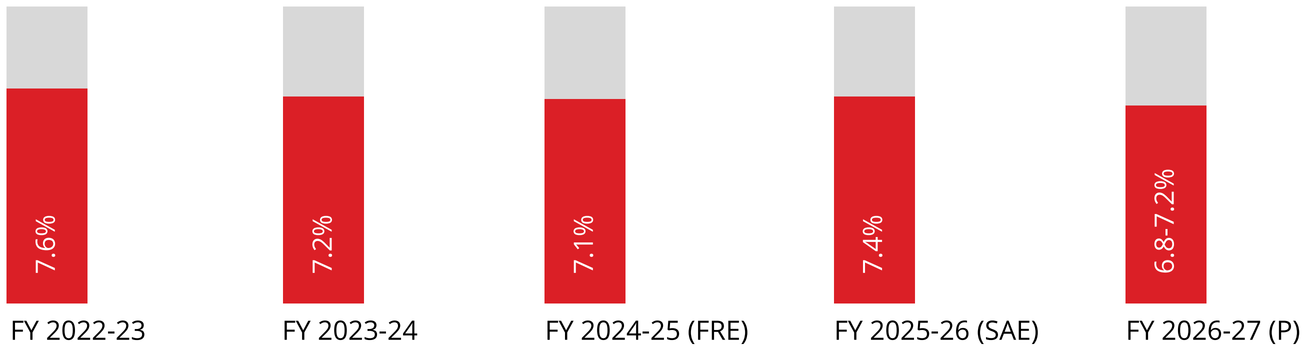
Source: Europe, Europe2, Asia, LatinAmerica, IMF World Economic Outlook, April 2026

Overall, the global outlook remains stable but uneven. Emerging markets are expected to continue growing faster than advanced economies, while inflation is projected to soften further. At the same time, tariff adjustments, regional conflicts and supply-chain disruptions remain important watchpoints for businesses with exposure to global raw material, logistics and export markets.

Source: IMF World Economic Outlook, April 2026

Indian Economy

India continues to remain one of the world's fastest-growing major economies and the sixth largest economy in the world, supported by resilient domestic demand, strong investment activity, and ongoing structural reforms. In FY 2025-26, Indian economy demonstrated resilience amid global geopolitical tensions, trade uncertainties, and financial volatility. The GDP growth for FY 2025-26 is estimated at 7.4% compared to 7.1% in FY 2024-25, validating the durability of our domestic demand-led growth model. Robust agricultural output supported rural incomes, while urban consumption improved on the back of stable employment, supportive tax measures, and easing inflation.



FRE: First Revised Estimate; SAE: Second Advance Estimates, P: Projections

Private consumption continues to anchor growth, aided by lower inflation and higher real incomes. Investment activity accelerated, led by public capital expenditure of Rs.12.2 lakh crore, driving growth across manufacturing, construction, logistics, and energy sectors. Initiatives like Viksit Bharat 2047 and Kartavya Kaal promote self-reliance, capacity building, and duty-focused development amid external pressures.

Inflation dropped to a historic low of 1.7% during the first nine months of FY 2025-26, marking the lowest level since the current CPI series was introduced. This price stability acted as a key driver in strengthening domestic purchasing power. Moving forward, inflation expectations remain well-anchored, with the RBI projecting a rate of 2.0% for the full year. This stability is supported by disciplined government spending, record tax collections, and steady growth in bank credit. The banking sector remains strong with low non-performing assets and strong capital reserves. This, combined with foreign exchange reserves exceeding $700 billion provides an added cushion against global challenges.

The Union Budget for 2026-27 reinforces the Government's focus on driving economic growth while managing the nation's finances responsibly. By continuing to prioritise long-term investments in infrastructure and manufacturing, the budget supports the broader vision of a developed India. Significant emphasis has been placed on energy transition, digital innovation, and support for small and medium-sized enterprises (MSMEs). Additionally, new measures to simplify business operations and improve access to credit are expected to boost consumer demand and industrial production. These initiatives collectively create a strong environment for increased investment and energy consumption, laying a solid foundation for sustainable future growth.

Outlook

The outlook for the Indian economy remains positive and stable. For FY 2026-27, real GDP is expected to grow between 6.8% and 7.2%, demonstrating India's ability to maintain strong momentum even during uncertain times globally. This growth will likely be fueled by ongoing government spending on infrastructure, a steady increase in private sector investment, and a strengthening manufacturing base. Additionally, the services sector is expected to continue its consistent expansion. Backed by a stable economy and steady government policies, India is well-prepared to manage global challenges while ensuring that economic progress remains inclusive and sustainable over the long term.

Source: PIB, AngelOne, MoSPI

Industry Overview

India's Two-Wheeler Industry

The Indian two-wheeler industry staged a strong recovery in FY2025-26, with retail sales growing 10.70% year-on-year to 2.17 crore units, up from 1.96 crore units in FY2024-25. This resurgence was driven by a convergence of policy tailwinds, improving consumer sentiment, and structural demand across urban and rural markets.

Wholesale volumes stood at 23.81 million units, marginally below the FY2018-19 peak, reflecting steady but not yet complete recovery. Entry-level motorcycles have shown consistent improvement since FY2022-23, while a clear shift in consumer preference towards scooters and executive motorcycles signals deepening premiumization. The electric two-wheeler (e2W) segment was a standout performer, with sales growing 21.81% year-on-year to 14,01,818 units.

Source: SIAM, SIAMFY25, ETAuto, FADA

Policy Support

The policy environment in FY2025-26 was meaningfully supportive of demand. The most significant measure was the GST rationalisation under GST 2.0, which moved motorcycles up to 350cc from the 28% slab to 18%, directly reducing upfront costs for lower-middle-income households, young professionals, farmers, small traders, daily wage earners and gig workers.

Key policy measures during the year:

- GST reduction: 28% to 18% for motorcycles up to 350cc
- Income tax relief: no tax payable up to Rs.12 lakh; effective limit of Rs.12.75 lakh for salaried taxpayers after standard deduction
- Monetary easing: multiple repo-rate reductions to support financing affordability
- PM E-DRIVE: demand incentives targeting approximately 24.79 lakh electric two-wheelers
- PLI-Auto scheme: Rs.25,938 crore budgetary outlay to strengthen domestic automotive manufacturing

Together, these measures improved affordability, boosted household spending capacity, and supported conversion at the showroom level, particularly in the second half of the fiscal year.

Source: GST Council ; Union Budget 2025-26 ; PM E-DRIVE scheme; PLI-Auto scheme

Electric Two-Wheelers

Electric two-wheelers remained a structural growth area within India's broader mobility transition. The PM E-DRIVE scheme was the primary government mechanism for demand support, providing incentives that reduce upfront EV costs and strengthen the broader ecosystem.

Key features of the PM E-DRIVE scheme:

- Targets incentivisation of approximately 24.79 lakh electric two-wheelers
- Eligibility restricted to advanced battery vehicles
- Scope includes demand incentives, electric bus support, charging infrastructure and testing facilities
- Framework extended to 31 March 2028 for select components
- Incentive terminal date for registered e-2Ws: 31 July, 2026

The PLI-Auto scheme, with a budgetary outlay of Rs.25,938 crore, is supporting OEM investment in electric platforms, battery systems and power electronics, building domestic manufacturing capability for next-generation automotive technology.

Source: PM E-DRIVE scheme , PLI-Auto scheme

Helmet Industry Overview

The Indian two-wheeler helmet market is projected to grow from 26 million units in CY2024 to 35 million units by CY2029, at a CAGR of 6.1%. Growth is supported by tightening safety regulations, rising two-wheeler penetration and growing rider safety awareness.

The regulatory push towards ISI-certified helmets is a key structural driver, supporting a shift away from non-compliant products towards quality-assured alternatives. The market is also seeing product evolution, with smart helmets incorporating bluetooth connectivity, communication systems and advanced safety features gaining traction among urban riders. The rise of EVs is creating a new consumer segment with distinct preferences for lightweight, aerodynamic and technologically integrated designs.

Source: STUDDS RHP / CARE Report

Motorbike Protective Gear

Premium protective gear is gaining traction in India, driven by the growing adventure biking community and a broader shift in rider attitudes towards safety. Demand is increasingly oriented towards products that combine protection with comfort and style, with lightweight construction and ergonomic design becoming key purchase criteria.

For established helmet manufacturers, protective gear represents a natural adjacency, with existing brand equity, distribution reach and retail relationships providing a low-friction path to category expansion.

Source: BIS / PIB helmet safety release; Motor Vehicles Act, Section 129

Company Overview

Studds Accessories Limited started manufacturing helmets in 1972 and was incorporated in 1983. Over the past five decades, the Company has established itself as one of the world's largest two-wheeler helmet manufacturers by volume in Calendar Year 2024. The Company commands a market share of 27.3% by volume and 25.5% by value in the domestic market as of Fiscal 2024, while maintaining an export presence across more than 70 countries.

Source: STUDDS RHP / CARE Report

The Company designs, manufactures, markets and sells helmets and riding accessories under the brand name STUDDS and SMK. STUDDS serves the mass and mid-market segments through accessible, certified and dependable products, while SMK addresses premium Indian and international riders through design-led, feature-rich and higher-value offerings.

STUDDS operates four active manufacturing facilities at Faridabad, Haryana, with a fifth facility under construction. Its manufacturing platform is vertically integrated across critical processes including EPS liner production, in-house mould-making, shell fabrication, painting, hard coating, metallising, water decal application, fabric stitching, assembly, testing and dispatch. This integration supports quality control, cost efficiency, product consistency and faster execution.

During FY2025-26, the Company produced 8.27 million helmets and boxes and sold 8.13 million helmets and boxes. Capacity utilisation for helmets and boxes stood at 89%, with EPS utilisation at 88% and water decals at 57%. Facility V is expected to expand installed capacity from approximately 9.5 million units to 12.5 million units through two phases. The expansion is designed with flexibility, allowing allocation between STUDDS and SMK based on market demand.

The Company's manufacturing flexibility remains an important operating advantage. Production can be calibrated across STUDDS, SMK and private label requirements depending on demand visibility, product mix and customer requirements. This supports better utilisation, faster response to market shifts and disciplined capacity deployment.

Facility V is expected to expand installed capacity from approximately 9.5 million units to 12.5 million units through two phases. The commencement of commercial production is now expected before the end of Q2 of FY 2027 for Facility V.

Source: STUDDS RHP

Opportunities and Threats

Opportunities

The business of Studds Accessories Limited is well-positioned to capitalize on several favorable trends:

Regulatory strengthening and formalisation: The regulatory framework remains a key structural driver for the organised helmet industry. Stricter enforcement of BIS and ISI certification requirements is expected to accelerate the shift from non-compliant products to certified helmets. The proposed requirement of two BIS-certified helmets at the time of two-wheeler purchase can further expand the addressable market for organised manufacturers with certified products, testing capabilities, manufacturing scale and distribution reach.

Growing safety awareness: Increasing awareness around rider safety is supporting both regulatory enforcement and voluntary adoption across urban, semi-urban and rural markets.

Two-wheeler penetration: Continued growth in two-wheeler ownership, particularly in tier-2 and tier-3 cities, is expected to expand the demand base for both first-time and replacement helmets.

Premiumisation: Rising consumer preference for better design, comfort, graphics, ventilation, lighter weight and enhanced features is supporting value growth across the category. This trend is particularly relevant for SMK, which serves premium Indian and international riders.

Electric two-wheeler growth: Rising electric two-wheeler adoption is creating a new consumer segment with preference for lightweight, modern and design-oriented helmets.

Exports and global market-building: The Company's manufacturing scale, certifications and presence across more than 70 countries position it well to participate in international markets with rising safety awareness and helmet compliance requirements.

Threats

Despite favorable industry tailwinds, the Company faces certain challenges:

Intense Competition: The presence of both organised competitors and a large unorganised sector creates pricing pressures and market share challenges.

Raw Material Price Volatility: Fluctuations in prices of key raw materials, particularly petroleum-based products like ABS plastic and polycarbonate, can impact margins.

Evolving Regulatory Requirements: Changes in safety standards and certification requirements across different geographies necessitate ongoing investments in testing and compliance.

Macroeconomic Sensitivity: Changes in consumer demand patterns driven by fashion, inflation, interest rates, and income levels can affect discretionary purchases.

The Company continues to address these threats through its focus on quality, cost optimization, continuous innovation, and strengthening its market presence and brand equity.

Segment–wise or product–wise performance

The Company operates in a single reportable business segment, i.e., manufacture and sale of helmets and accessories, in accordance with Ind AS 108, Operating Segments. Accordingly, no separate segment-wise information is required to be presented.

Consolidated revenue from operations for FY2025-26 stood at Rs.6,342.33 million, reflecting growth of 8.61% over Rs.5,839.51 million in FY2024-25. The revenue mix comprised STUDDS helmets at 74.1%, SMK helmets at 15.7%, private labels at 3.1% and other accessories at 7.1%.

STUDDS continued to grow on a large base, supported by brand recall, wide price architecture and distribution depth. STUDDS helmet sales volume stood at 7.74 million units in FY2025-26. SMK remained a key growth driver, with volumes growing at an approximate three-year CAGR of 52%. This reflects the rising acceptance of the Company's premium helmet portfolio and growing consumer preference for design-led, feature-rich products.

SMK also strengthened the Company's value profile. SMK ASP stood at approximately Rs.2,550 in FY2025-26, while SMK export ASP stood at approximately Rs.2,600. Its EBITDA margin runs approximately 10 percentage points above STUDDS, making the brand an important lever for premiumisation and margin improvement.

Private label revenues contributed 3.1% of the revenue mix during the year. The Company's private label business is supported by manufacturing flexibility, quality consistency and the ability to meet demanding requirements of international customers.

Domestic sales accounted for approximately 80% of revenues, while exports contributed ~20%, compared with 16.75% in FY2024-25. The channel mix was led by the distributor network and EBOs at 55.2%, followed by exports at 20%, OEMs at 13.7% and other channels at 11.1%.

BUSINESS/FINANCIAL PERFORMANCE

Material Development

During the year under review, Studds Accessories Limited undertook and completed its Initial Public Offering (IPO). The offering was structured as an Offer for Sale by certain existing shareholders, and accordingly, the Company did not receive any proceeds from the issue.

The equity shares of the Company are now listed on BSE Limited and National Stock Exchange of India Limited, effective from November 7, 2025. The listing marks a significant milestone for the Company, enhancing its visibility, strengthening governance and disclosure standards, and enabling broader investor participation. The Company remains focused on its long-term growth strategy, operational excellence, and value creation for all stakeholders.

During the year, the Company incurred capex of Rs.480 million. The upcoming Facility V expansion, with planned capex of approximately Rs.1,600 million, is expected to increase capacity from approximately 9.5 million units to 12.5 million units through two phases and support future growth across brands, markets and product categories.

Financial Highlights

Figures in Rs. Millions	FY 2026	FY 2025	FY 2024
Revenue from Operations	6,342.33	5,839.51	5,290.23
Operating EBITDA	1,221.91	1,049.67	901.93
PBT	1,116.19	950.30	763.75
PAT	826.53	696.43	572.27
Net Worth	5,229.68	4,494.77	3,874.04

Performance Analysis

Revenue Growth

The Company's revenue trajectory demonstrates sustained growth momentum. Comparing year-on-year performance, Revenue from Operations increased from Rs.5,839.51 million in FY25 to Rs.6,342.33 million in FY26, reflecting growth of 8.61%. The growth was driven by both domestic market expansion and significant export market penetration.

Export Performance

A particularly noteworthy aspect of the Company's performance has been the substantial growth in export revenues. Export revenues surged to Rs.1,286.26 million in FY26, representing a growth of 32.30% over FY25 (Rs.972.19 million). This increase was complemented by an approximately 16.93% rise in the quantity of helmets exported, growing from 580,984 units in FY25.

The synergy between value and volume growth in exports has been instrumental in improving overall profitability metrics. The Company's ability to penetrate international markets while maintaining quality standards and competitive pricing demonstrates the strength of its manufacturing capabilities and product portfolio.

Cost Management Initiatives

Over the last five years, the Company has maintained a sustained focus on cost optimisation across procurement, manufacturing processes, operating efficiency and product mix. These initiatives have supported improvement across gross profit, EBITDA and PAT, while allowing the Company to continue investing in capacity, design, product development and exports.

Material Cost Optimization: The cost of materials consumed as a percentage of revenue from operations improved from approximately 44.9% in FY25 to approximately 43.8% in FY26. This reduction of percentage points indicates a stronger procurement process, better negotiation with suppliers, and the adoption of more cost-effective materials and manufacturing methods. These efficiency gains have directly contributed to improved gross margins.

Employee Cost Management: The Company effectively managed employee costs, maintaining them at approximately 10.3% of revenue from operations in FY26 (FY25: 10.7%), demonstrating effective workforce cost management while continuing to invest in talent development and workforce quality.

The combination of disciplined cost management and growth in exports contributed to an improvement in Operating EBITDA margins from approximately 18.0% in FY25 to 19.3% in FY26, allowing for enhanced profitability alongside revenue growth. FY 2025-26 demonstrates the Company's ability to scale earlier efficiency gains into ongoing growth and value creation.

Profitability Metrics

The Company's profitability showed consistent improvement across all key metrics:

- Operating EBITDA increased from Rs.1,049.67 million in FY25 to Rs.1,221.91 million in FY26, representing a growth of 16.41%, with an EBITDA margin of 19.3% of Revenue from Operations
- Profit Before Tax (PBT) grew from Rs.950.30 million in FY25 to Rs.1,116.19 million in FY26, an increase of 17.46%
- Profit After Tax (PAT) increased from Rs.696.43 million in FY25 to Rs.826.53 million in FY26, growth of 18.68%
- Net Worth strengthened from Rs.4,494.77 million in FY25 to Rs.5,229.68 million in FY26, reflecting 16.35% growth

KEY RATIOS

Figures in Rs. Millions	FY 2026	FY 2025	Change %	Details of significant changes (if change 25% or more as compared to FY25)
Debtors Turnover Ratio (Net Sales/ Average Trade Receivable)	14.95	16.38	(8.73)	NA
Inventory Turnover (Cost of Material Consumed /Average Inventories)	3.89	5.30	(26.60)	The storage capacities have increased to meet the demand and this has resulted in an increase in inventory.
Interest Coverage Ratio	124.20	79.09	57.04	Increase in earnings before interest and taxes and decrease in finance cost
Current Ratio (in times)	2.70	2.55	5.88	NA
Operating Profit Margin (in %)	15.93	14.44	10.32	NA
Debt Equity Ratio	0.02	0.02	-	NA
Net Profit Margin (in %)	13.03	11.93	9.22	NA
Return on Capital Employed (in %)	20.42	20.17	1.24	NA
Return on Net Worth (PAT/Total Equity) (in %)	15.80	15.49	2.00	*Increase in Profit After Tax

** Rationale is given for any change.*

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

Studds Accessories Limited recognises that its people are its most valuable asset. The Company employs over 3,000 professionals across its operations, representing a diverse and skilled workforce committed to excellence in manufacturing, innovation, and customer service.

Talent Development and Learning

During FY 2025-26, the Company made significant investments in leadership development, internal mobility programs, and digital learning initiatives. The focus remained on fostering a culture built on integrity, diversity, and high performance. The Company is committed to creating a dynamic, diversified, and engaged workforce by onboarding talent from varied experiences and backgrounds.

The cornerstone of employee career growth at STUDDS comprises comprehensive learning and development programs complemented by opportunities such as internal job rotations and structured mentorship initiatives. An open culture of feedback mechanisms further reinforces the Company's commitment to fostering a supportive and collaborative work environment.

Leadership Development

Recognizing the importance of building a strong leadership pipeline, the Company has introduced various leadership development programs designed to groom future leaders who will drive the organization's next phase of exponential growth. These programs focus on developing strategic thinking, decision-making capabilities, and change management skills.

Performance Culture

These focused initiatives have created the right impetus for employees and cultivated a high-performing, future-ready workforce across all levels. This workforce is capable of driving sustainable growth and innovation across the Company's business verticals, ensuring that human capital remains a key competitive advantage.

Management Outlook

Strategic Priorities

Studds Accessories Limited's strategic priorities for the medium term are centered on expanding market presence, both domestically and internationally, leveraging the growth in electric vehicles, and investing substantially in product innovation and research & development capabilities.

The Company will continue to focus on strengthening STUDDS, scaling SMK, expanding private label opportunities and improving value realisation through product mix, design and features. SMK will remain an important growth engine, supported by its premium positioning, higher ASP, stronger margin profile and improving visibility in India and overseas markets.

Product development remains a key priority. The Company has a 70+ member in-house design and development team, supported by an in-house mould-making shop, design centre, 3D printing capability, electronics lab and VCA-certified element testing laboratory. STUDDS product development typically takes around 9 months from ideation to production, while SMK platforms take around 14 months due to higher complexity and certification requirements. The Company typically launches 5-7 new models annually and currently offers more than 240+ helmet styles and over 19,000 SKUs.

On-ground product reviews and market feedback help the Company understand consumer preferences, design acceptance and demand patterns. These inputs support production planning, launch readiness and sharper alignment between manufacturing schedules and market demand.

The Company is also widening its rider safety platform through adjacent categories such as riding gear, protective gloves, bluetooth communication systems, bicycle helmets and smart safety platforms. These categories align with the Company's core purpose of rider protection and create additional opportunities for consumer engagement.

SMK's participation in the FIM Road to MotoGP ecosystem through the Moto4 Latin America Cup has strengthened premium brand visibility and built credibility among performance-oriented and safety-conscious riders. Such engagement platforms support SMK's international positioning and deepen connect with rider communities.

The Company is witnessing an increase in certain raw material prices. While sourcing remains stable and material availability is not a concern, the Company is evaluating suitable measures to manage cost impact through procurement efficiency, operating improvements, product mix management, calibrated pricing actions and continued cost optimisation.

Market Growth Projections

The Company's growth projections for the coming years remain promising, supported by favorable industry dynamics. The Indian two-wheeler market is expected to experience continued growth from FY26 to FY29, with a CAGR estimated at 4-6%. This growth is fueled by multiple positive factors:

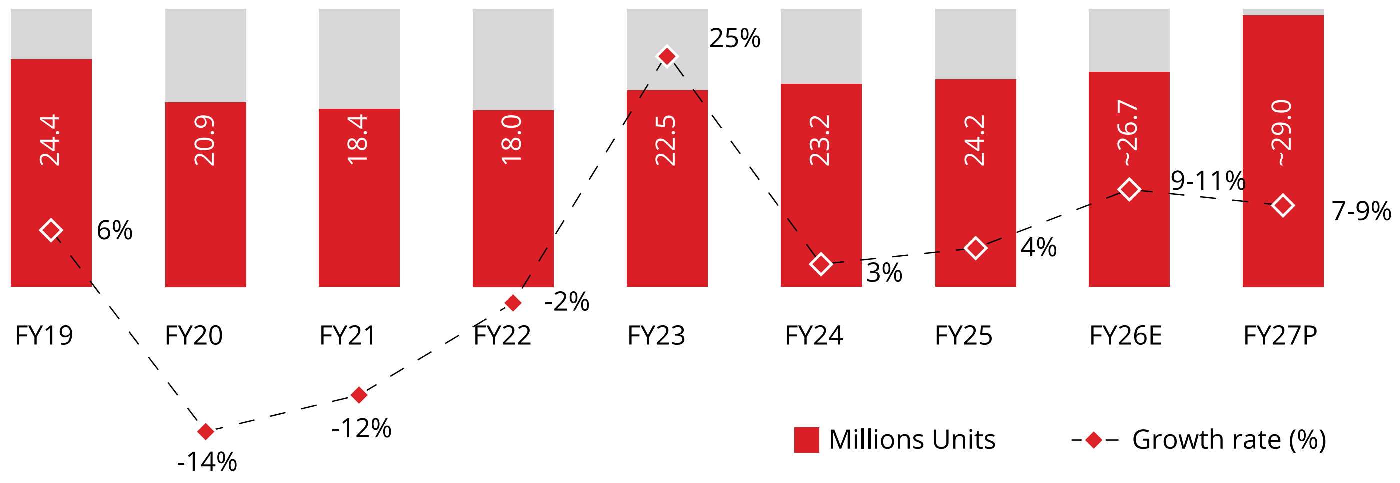
- New model launches across motorcycle and scooter segments attracting consumer interest
- Festive season demand patterns and seasonal buying cycles
- Rise in the number of weddings and associated two-wheeler purchases
- Easing in the supply of critical components like chips and semiconductors
- Improved affordability following GST rationalization

The domestic market, which continues to constitute the industry's largest segment, is expected to remain resilient, supported by improved affordability following the rationalization of lowered Goods and Services Tax (GST) rates.

Source: CARE Report

Annexure

Overall two-wheeler volumes and growth trend



Source: Crisil Ratings, SIAM

According to the CARE Report, the mandatory requirement for all motorcycle helmets to carry Indian Standards certification from the Bureau of Indian Standards is expected to drive further consolidation of the helmet market towards the organised segment. This shift is anticipated to boost the demand for ISI-certified helmets and contribute to the growth of market share for organised helmet manufacturers. This growth expansion will be supported by improved rural and urban demand, an increase in electric two-wheeler adoption, and continued momentum in the premium and scooter segments. However, high inflation, rising costs due to regulatory changes, and uneven monsoons could dampen rural sentiment.

A consistently high-interest rate environment also remains a key factor that may impact consumer spending. The ongoing shift from internal combustion engine (ICE) two-wheelers to electric vehicles is expected to partially offset the slowdown in traditional segments. We believe that we are well placed to benefit from the growth in the two-wheeler helmet industry by leveraging our existing market position in India, particularly the recognition of our brands, STUDDS and SMK, our quality standards and certifications and geographical spread of our distributor network.

Global Market Opportunity

Beyond the domestic market, the Company is focused on capturing the significant opportunity in the global two-wheeler helmet market, which is estimated to grow at a CAGR of 5.1% in value terms between Calendar Year 2024 and Calendar Year 2029. This growth is primarily fueled by:

- Increasing urbanization in emerging markets
- Rising disposable incomes in developing economies
- Heightened safety awareness among two-wheeler users globally
- Government regulations mandating helmet use in more jurisdictions

Domestic Market Dynamics

According to industry research, the mandatory requirement for all motorcycle helmets to carry Indian Standards (ISI) certification from the Bureau of Indian Standards is expected to drive further consolidation of the helmet market towards the organised segment.

This regulatory shift is anticipated to boost demand for ISI-certified helmets and contribute to market share gains for organised helmet manufacturers like STUDDS. Growth expansion will be supported by improved rural and urban demand, an increase in electric two-wheeler adoption, and continued momentum in the premium and scooter segments.

Risk Factors and Mitigation

While the outlook remains positive, the management recognises potential headwinds including high inflation, rising costs due to regulatory changes, and the possibility of uneven monsoons that could dampen rural sentiment. A consistently high interest rate environment also remains a key factor that may impact consumer spending on discretionary items.

The ongoing transition from internal combustion engine (ICE) two-wheelers to electric vehicles is expected to partially offset any slowdown in traditional segments, presenting new opportunities for helmet manufacturers who can cater to the evolving needs of EV riders.

Competitive Positioning

The Company believes it is well-positioned to benefit from the projected growth in the two-wheeler helmet industry by leveraging several key competitive advantages:

- Strong existing market position in India with leadership in both volume and value terms
- Recognition and trust associated with the STUDDS and SMK brands
- Comprehensive quality standards and multiple international certifications
- Extensive geographical spread of the distributor network across India
- Manufacturing capabilities to serve diverse market segments and price points

Risk Management

The Company has established a comprehensive risk management framework to identify, assess, and mitigate risks that could impact its business operations and strategic objectives. The management regularly evaluates key risks and has implemented appropriate mitigation strategies:

Risk Category	Impact on Organization	Mitigation Strategies
Regulatory Risk	The Company operates in a highly regulated industry subject to stringent safety standards and certifications. Non-compliance could lead to penalties, product recalls, operational halts, and reputational damage. Post-listing, the Company must comply with securities laws, listing regulations, and enhanced disclosure requirements.	The Company consistently invests in expanding and upgrading testing facilities and technologies to ensure all products meet or exceed safety standards. Rigorous quality control processes are maintained throughout the production cycle. The Company has strengthened its compliance and governance framework through internal controls, periodic compliance reviews, and engagement of professional advisors to ensure adherence to laws and listing regulations.
Competition Risk	The presence of a large unorganised segment and competition from established brands creates pricing pressure, limits market share expansion opportunities, and poses scalability challenges for the Company.	The Company is advancing manufacturing technology to enhance product quality while reducing costs. Implementation of backward integration strategies provides better control over critical component supply. Automation of key manufacturing processes, including material handling, increases efficiency and operational flexibility. These initiatives help manage pricing pressures and scalability challenges.
Market Risk	Failure to understand and respond to evolving customer preferences regarding style, design, safety features, and product innovation could lead to declining demand for the Company's products and erosion of market share.	The Company prioritizes continuous staff training and awareness programs to stay aligned with evolving market trends and customer preferences. Regular market research and customer feedback mechanisms are employed. Investment in design and R&D capabilities ensures the product portfolio remains contemporary and aligned with consumer expectations.

Risk Category	Impact on Organization	Mitigation Strategies
Supply Chain Risk	Over-dependence on a limited supplier base and vulnerabilities in the supply chain could lead to production delays, increased costs, and inability to meet customer demand during peak seasons or market opportunities.	The Company is actively diversifying its supplier base and strengthening local sourcing to reduce dependence on limited vendors. Backward integration in EPS and in-house capabilities across mould-making, decals, painting, testing and assembly provide better control over critical inputs, quality and production timelines. Strategic inventory planning and supplier relationship programmes help minimise production disruptions. While sourcing remains stable and material availability is not a concern, the Company continues to monitor input markets closely.
Financial Risk	Significant fluctuations in raw material prices, particularly petroleum-based plastics and other key inputs, could adversely impact profitability margins and overall financial performance of the Company.	The Company remains exposed to fluctuations in key raw material prices, particularly petroleum-based inputs such as ABS plastic and polycarbonate. During the year, the Company witnessed an increase in certain raw material prices and is evaluating suitable measures to manage the impact. These measures include procurement efficiency, operating improvements, cost optimisation, product mix management and calibrated pricing actions where required. The Company's continued focus on manufacturing efficiency, premiumisation and backward integration provides an additional buffer against margin pressure.

Internal Control Systems and Their Adequacy

Internal Financial Controls Framework

Studds Accessories Limited has established a robust Internal Financial Control (IFC) system that ensures transactions are properly authorized, recorded, and reported in accordance with applicable accounting standards. The Company's IFC system has been designed to provide reasonable assurance regarding:

- Effectiveness and efficiency of operations
- Adequacy of safeguards for assets
- Prevention and detection of frauds and errors
- Accuracy and completeness of accounting records in accordance with Indian Accounting Standards (Ind AS)
- Timely preparation of reliable financial statements

Control Environment

The controlled environment comprises a balanced mix of preventive and detective controls which are manual, semi-automated, and automated in nature. The Company has followed established principles such as segregation of duties, proper authorization, regular reconciliation, physical inventory verification, and periodic review while designing the internal control framework.

The Company has also implemented an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new or revised standard operating procedures on a need basis. The Company's internal control system is commensurate with its size, scale, and complexity of operations.

Internal Audit Function

The objective of the internal audit function is to provide senior management and the Audit Committee with independent and reasonable assurance on the adequacy and effectiveness of the Company's risk management, control, and governance processes. This is achieved through an outsourced internal audit model wherein audit reviews are performed by Deloitte, an independent audit firm.

The main thrust of internal audit is to test and review controls, appraise risks and business processes, and benchmark controls with best practices in the industry. An audit scope is decided and rolled out with the approval of the Company's Audit Committee and Board of Directors. The scope is aimed at evaluating the efficacy and adequacy of internal control systems and compliance thereof, robustness of internal processes, policies and accounting procedures, and overall compliance with applicable regulations.

Oversight and Governance

The Audit Committee reviews the annual internal audit report and ensures adherence to the audit plan and recommendations. This helps facilitate timely detection of any irregularities and enables early remediation. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen them further.

Note: All figures in this Management Discussion & Analysis Report are on a consolidated basis unless explicitly labeled 'standalone'.

The Company has implemented a robust Management Information System which is an integral part of the control mechanism, providing timely and accurate information to support decision-making at all levels of management.

Based on the reports of internal audit, process owners undertake corrective action in their respective areas. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. During the year, the Audit Committee was regularly apprised of internal audit findings and the corrective actions implemented.

Cautionary Statement

Certain statements in this Management Discussion and Analysis section concerning future prospects may be forward-looking statements which involve a number of underlying identified and unidentified risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements.

These forward-looking statements include, but are not limited to, statements regarding the Company's growth prospects, business strategies, future operations, financial position, projected costs, and prospects. The Company's actual results, performance, or achievements could differ materially from those expressed or implied in such forward-looking statements.

Key factors that could cause actual results to differ materially from the Company's expectations include changes in the regulatory environment, economic conditions in India and globally, competitive pressures, technological changes, raw material price volatility, changes in consumer preferences, and other factors beyond the Company's control.

In addition to the foregoing changes in the macro-environment, unforeseen adverse events such as pandemics, natural disasters, or geopolitical events may pose unprecedented and unascertainable risks to the Company and the environment in which it operates.

The results of the assumptions made, relying on available internal and external information, are the basis for determining certain facts and figures stated in this report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based are also subject to change accordingly.

These forward-looking statements represent only the Company's current intentions, beliefs, or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise. The Company acknowledges that projections, estimates, and forward-looking statements are based on assumptions derived from these sources, combined with management's assessment and analysis. Readers are advised to exercise their own judgment and consult professional advisors before making any decisions based on this information.

Board's Report

To

The Members of

Studds Accessories Limited

Your Board of Directors have pleasure in presenting the 44th Annual Report on the business and operations of the Studds Accessories Limited ("the Company" or "Our" or "We" or "STUDDS"), together with the Audited Standalone and Consolidated Financial Statements, for the financial year ('FY') ended March 31, 2026.

In order to maintain coherence and avoid repetition, certain disclosures required to be included in the Board's Report have been presented in other sections of this Annual Report, including the Management Discussion & Analysis, Report on Corporate Governance, and the Annexures forming part of this Report. All such sections and annexures shall be read as an integral part of this Board's Report.

1. FINANCIAL HIGHLIGHTS

The standalone and consolidated financial statements for the financial year ended March 31, 2026, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

The Company's financial performance during the financial year 2025-26 as compared to the previous financial year 2024-25 is summarized below:

(Rupees in million)

Particulars	Standalone		Consolidated	
	2025-26	2024-25*	2025-26	2024-25*
Revenue from Operations	6,301.85	5,825.59	6,342.33	5,839.51
Other Income	115.16	122.64	115.16	119.49
Total Income	**6,417.01**	**5,948.23**	**6,457.49**	**5,959.00**
Cost of Goods Sold	**2,556.12**	**2,553.12**	**2,554.68**	**2,557.06**
Other Expense	**2,510.47**	**2,215.71**	**2,565.75**	**2,232.78**
Total Expenses	**5,066.59**	**4,768.83**	**5,120.43**	**4,789.84**
Profit before Finance Cost, Depreciation and Amortization Expenses	1,350.42	1,179.40	1,337.06	1,169.16
Less: Finance Cost	7.40	11.65	9.06	12.17
Profit Before Depreciation	**1,343.02**	**1,167.75**	**1,328.00**	**1,156.99**
Less: Depreciation	211.81	206.69	211.81	206.69
Profit Before Tax	**1,131.21**	**961.06**	**1,116.19**	**950.30**
Less: Tax Expenses				
Current Tax	274.59	235.11	271.12	235.11
Deferred Tax	13.68	18.15	13.13	18.74
Tax Related to earlier periods	5.41	0.02	5.41	0.02
Profit After Tax	**837.53**	**707.78**	**826.53**	**696.43**
Total Comprehensive Income for the year	**840.36**	**708.89**	**833.29**	**697.00**
Face Value per Equity Share (in Rs.)	5/-	5/-	5/-	5/-
Earnings Per Share				
Basic EPS	21.28	17.99	21.00	17.70
Diluted EPS	21.28	17.99	21.00	17.70

*Previous year details have been regrouped/reclassified for the purpose of accuracy.

2. OVERVIEW, STATE OF AFFAIRS AND BUSINESS PERFORMANCE

We have journeyed a long way, from manufacturing of our first helmet in a garage to become one of the largest manufacturer in the helmet industry in the year 2024. The STUDDS brand was registered in the year 1975, thereafter the Studds Accessories Limited, the Company was incorporated in the year 1983. We are the largest two-wheeler helmets player in India in terms of revenue in Fiscal 2024 and also the world's largest two-wheeler helmet player by volume in Calendar Year 2024. *(Source: CARE Report)*.

Backed by nearly five decades of expertise, we have continuously innovated to fulfil our unwavering commitment of making every two-wheeler rider journey safer. Both of our brands, 'STUDDS' and 'SMK', have been marketed and sold in pan-India through 360+ distributors and in more than 70 countries, internationally, with a strong export presence spanning the Americas, Asia (excluding India), Europe and rest of the world. Our SMK brand contributes ~15% of and exports contributes to ~20% of the revenue.

We at STUDDS believe that dreams differentiate the better from the best and hence its our small effort in the journey of the individual to fulfil his/her dreams. As we touch millions of lives every year, we intend to continue to build on this trust with our passion to produce safe, innovative, technology driven, comfortable yet quality products.

- We believe that the helmet manufacturers in India are starting to experience a trend towards consolidation, driven by;
- regulatory changes including mandate for pillion rider and mandatory changes of helmets at the time of two-wheeler purchase; and demanding more stringent safety standards;
- consumer awareness about road safety including the importance of wearing high quality and premium helmets; and
- A replacement and fashion-driven helmet market shifting towards premiumisation, fuelled by rising demand for aspirational, lifestyle-defining products.

We have manufacturing capacity of 9.5 million helmets and boxes ('units'). Our Annual Production of helmets and boxes was over 8.27 million units in FY 2025-26. The Company manufactures helmets and motorcycle accessories for two-wheelers and sells through a network of around 360+ active distributors across Pan India. Attention to detail in features such as padding, ventilation, and weight distribution has not gone unnoticed by our riders leading to an increase in demand for 'STUDDS' and 'SMK' branded helmets. We had a market share of 27.3% in terms of volume and 25.5% in terms of value, in the domestic market in FY24 *(Source: CARE Report)*. We remain committed to solidifying our market leadership in India and internationally.

During the year, the Company successfully completed its Initial Public Offering (IPO), comprising an Offer for Sale (OFS) of 77,86,120 equity shares aggregating to Rs. 4,554.88 million. The Company's equity shares were listed on BSE Limited and the National Stock Exchange of India Limited on November 7, 2025, marking a significant milestone in its corporate journey.

3. FINANCIAL PERFORMANCE

Standalone

For the financial year ended March 31, 2026, your Company delivered a strong and well-rounded financial performance, with growth in profitability consistently outpacing revenue growth across all key metrics. Revenue from Operations grew by 8.18% from Rs. 5,825.59 million in FY 2024-25 to Rs. 6,301.85 million in FY 2025-26. Total Income, inclusive of other income of Rs. 115.16 million, stood at Rs. 6,417.01 million for the year.

At the operating level, EBITDA increased from Rs. 1,056.76 million in FY 2024-25 to Rs.1,235.26 million in FY 2025-26, registering a year-on-year growth of 16.89%. The EBITDA margin on Revenue from Operations stood at approximately 19.60%, reflecting sustained operational efficiency, disciplined cost management and the benefits of operating leverage as the Company scaled its business. Profit Before Tax (PBT) grew by 17.70% from Rs. 961.06 million to Rs. 1,131.21 million, demonstrating the Company's ability to convert top-line growth into meaningful pre-tax earnings.

Profit After Tax (PAT) for FY 2025-26 stood at Rs. 837.53 million as compared to Rs. 707.78 million in FY 2024-25, a growth of 18.33%. Total Comprehensive Income for the year, comprising PAT and other comprehensive income, stood at Rs. 840.36 million as against Rs. 708.89 million in FY 2024-25. Basic Earnings Per Share (EPS) improved from Rs. 17.99 in FY 2024-25 to Rs. 21.28 in FY 2025-26. Net Worth of the Company strengthened from Rs. 4,504.23 million as at March 31, 2025 to Rs. 5,246.21 million as at March 31, 2026, reflecting a growth of 16.47%, underpinned by consistent accretion of retained earnings. The progressive improvement across all profitability metrics — EBITDA, PBT and PAT — reaffirms the robustness of the Company's business model and its commitment to delivering sustainable shareholder value.

Consolidated

On a consolidated basis, your Company sustained its growth momentum across all financial parameters during FY 2025-26. Revenue from Operations grew by 8.61% from Rs. 5,839.51 million in FY 2024-25 to Rs. 6,342.33 million in FY 2025-26. Total Income, inclusive of other income of Rs. 115.16 million, stood at Rs. 6,457.49 million for the year under review.

EBITDA on a consolidated basis increased from Rs. 1,049.67 million in FY 2024-25 to Rs.1,221.91 million in FY 2025-26, registering a year-on-year growth of 16.41%. The EBITDA margin on Revenue from Operations stood at approximately 19.27%. Profit Before Tax (PBT) grew by 17.46% from Rs. 950.30 million to Rs. 1,116.19 million, reflecting both revenue growth and continued improvement in operational efficiencies across the Group.

Profit After Tax (PAT) for FY 2025-26 stood at Rs. 826.53 million as compared to Rs. 696.43 million in FY 2024-25, registering a growth of 18.68%. Total Comprehensive Income for the year stood at Rs. 833.29 million as against Rs. 697.00 million in FY 2024-25, a growth of 19.55%. Basic Earnings Per Share (EPS) for FY 2025-26 stood at Rs. 21.00 as against Rs. 17.70 in FY 2024-25.

Goods and Services Tax (GST)

The amendments in the rates announced by the Government of India was a positive step for consumers. It stimulated consumption, drove affordability and contributed to the overall growth in relative industry sector and the economy. This helped in accommodating some of the commodity inflationary impacts prior to GST rate cut from consumer pricing perspective. Your Company is currently well placed.

Collectively, the consistent outperformance of profitability metrics relative to revenue, on both standalone and consolidated bases, reflects the Company's improving operating leverage, disciplined cost structure and growing contribution of high-margin export revenues to the overall business mix. Towards the end of the year, geopolitical developments in West Asia introduced some uncertainty around fuel prices and supply chains; however, underlying demand drivers — including infrastructure investment, replacement demand and gradual rural recovery, remained intact.

Your Company's strong financial performance in this environment is a testament to the resilience of its business model and its ability to navigate external headwinds while sustaining growth.

4. DIVIDEND

Declaration and Payment of Dividend

The Board is pleased to recommend a dividend of Rs. 3 per equity share (60% of face value of Rs. 5/- per share) on 3,93,53,400 fully paid-up Equity Shares of the Company, for the financial year ended March 31, 2026, at its meeting held on May 23, 2026. The Dividend is recommended to the Shareholders at the forthcoming 44th Annual General Meeting ('AGM') of the Company as stipulated in the Notice of 44th AGM.

During the FY 2025-26, the Company declared and paid the dividend of Rs. 2.5/- representing 50% on 3,93,53,400 fully paid-up Equity Shares which was distributed from the profits of the Company for the FY 25.

The dividend once approved by the Shareholders will be paid to those Members whose name appears on the Register of Members (including Beneficial Owners) of the Company as at the end of the Record Date, in accordance with the applicable provisions of the Companies Act, 2013 (hereinafter referred as 'the Act') and the rules made thereunder . If approved, the dividend would result in a total cash outflow of Rs. 11,80,60,200/- (including TDS payable thereon) (previous year Rs. 9,83,83,500/-). The dividend payout is in accordance with the prevalent applicable laws and the Company's Policy.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members with effect from April 1, 2020 and the Company is required to deduct tax at source on dividend paid to the Members at the rates prescribed under the Income Tax Act, 2025.

Record Date

The Company has fixed Saturday, August 29, 2026 as the "Record Date" for the purpose of determining the entitlement of Members to receive dividend for FY26.

Dividend Distribution Policy

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter referred as 'SEBI Listing Regulations' or 'Listing Regulations'), the Board has formulated a Dividend Distribution Policy. The said policy is available on the website of the Company at https://www.studds.com/Adminpanel/uploads/templates/Dividend-Distribution-Policy.pdf.

5. TRANSFER OF UNCLAIMED / UNPAID DIVIDEND/ SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). During the period under review, the Company had transferred the unclaimed dividend amount of Rs. 34,301 to the IEPF Authority from the Final Dividend for the Financial Year 2017-18.

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years, shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account, after giving due notices to the concerned shareholders. However, no such case falls under this category and accordingly, no share has been transferred during the year under review to the Demat account of IEPF Authority.

Whilst the Company and/ or its Registrar & Share Transfer Agent ('RTA') send out communications to the Members informing them about the due dates to transfer the unclaimed dividends to IEPF, the attention of the concerned stakeholders is again drawn to this matter through the Annual Report. All the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unclaimed/unpaid dividend account and if not claimed before the due date, November 4, 2026, then it shall also be transferred to IEPF Authority this year, if any. Members/ Shareholders are advised to visit the weblink https://www. studds.com/investor-relations/unclaimed-dividend-iepf to ascertain details of dividend/ shares, if any, liable for transfer to the IEPF Authority. Investors who have not yet encashed their unclaimed/unpaid amounts are requested to correspond with the Company's RTA, at the earliest.

The shareholders whose unpaid dividend / shares which has been transferred to the IEPF may request the Company / RTA as per the applicable provisions in the prescribed Form IEPF-5 and by following the procedure prescribed under IEPF Rules, 2016, as amended from time to time, for claiming the unpaid dividend / shares from IEPF. Primarily, the concerned shareholder must submit the requisite documents and obtain the Entitlement Letter from the Company. Thereafter, an online application in Form IEPF-5, as available on the website of the Ministry of Corporate Affairs www.mca.gov.in, should be filed and the said form duly self-certified should be forwarded to the Company to furnish the E-Verification Report, in the prescribed format, to the IEPFA. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

The details of the nodal officer are also available on weblink at the https://www.studds.com/investor-relations/shareholder-services.

6. RESERVES

No amount has been transferred to General Reserve, during the financial year 2025-26.

7. MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments affecting the financial position of the Company subsequent to the close of the financial year till the date of this Report, except elsewhere mentioned in this report.

However, a Wholly Owned Subsidiary (hereinafter referred to as 'WOS') is incorporated with an initial capital of EUR 300,000 (Euro three hundred thousand) with 100% stake in Wholly Owned Subsidiary in Italy, Europe, by the Studds Accessories Limited, subsequent to the close of the financial year and before the date of this Report.

8. EMPLOYEE STOCK OPTION SCHEME

During the year, the Company has neither issued any stock options nor implemented any scheme or any policy on issuance of stock options. The Board of Directors at its meeting held on May 23, 2026 approved Studds Accessories Limited Employee Stock Option Scheme 2026 ("STUDDS ESOP Scheme 2026" or "ESOP Scheme" or "Scheme") for the grant of stock options to Eligible Employees of Studds Accessories Limited including its Subsidiary Company(ies), in India or outside India, in accordance with Section 62(1)(b) of the Companies Act, 2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws, subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company and such other regulatory / statutory approvals as may be necessary.

The maximum aggregate number of Options that may be granted under the Scheme shall not exceed 2,97,381 (Two Lakh Ninety-Seven Thousand Three Hundred and Eighty-One) Options, equivalent to 0.75% of the post-issued paid-up equity share capital of the Company, at an exercise price of not less than 85% of the market price, subject to the terms of the Scheme and as approved by the Nomination and Remuneration Committee which for the purpose of Scheme may also be referred to as the Compensation Committee, as per applicable laws.

9. PUBLIC DEPOSITS

Your Company has not invited or accepted any deposits within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), from public during the year. Therefore, no amount of principal or interest was outstanding, as on the balance sheet's closure date. Details of the deposits which are not in compliance with the requirements of Chapter V of the Act: Not Applicable.

10. SHARE CAPITAL

During the financial year 2025-26, there is no change in the Share Capital of the Company.

The details of share capital as on date of this report is mentioned below:

Authorised Share Capital

The Authorised Share Capital of the Company as at March 31, 2026 and as on date is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 5/- (Rupees Five only) each.

Paid-up Share Capital

The Paid-up equity share capital of the Company as at March 31, 2026 and as on date stands at Rs. 19,67,67,000 (Rupees Nineteen Crore Sixty Seven Lakh Sixty Seven Thousand only) consisting of 3,93,53,400 (Three Crore Ninety Three

Lakh Fifty Three Thousand Four Hundred) equity shares of face value of Rs. 5/- (Rupees Five only) each.

11. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

As on March 31, 2026, your Company has one WOS named Bikerz US Inc. and has no joint ventures or associate Company. There has been no material change in the nature of the business of the Bikerz US Inc.

Bikerz US Inc. is not a material subsidiary of the Company. In accordance with Regulation 16(1)(c) of the SEBI Listing Regulations, the Company has a policy for determining material subsidiaries. The policy is available on the website of the Company at the web-link https://www.studds.com/Adminpanel/uploads/templates/Policy-For-Determining-Material-Subsidiaries.pdf

12. CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements of the Company and its subsidiary for the FY26 have been prepared in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and as stipulated under Regulation 33 of SEBI Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The audited consolidated financial statements together with the Independent Auditor's Report thereon form part of this Annual Report.

In accordance with Section 129(3) of the Act, a statement containing salient features of the financial statements of the subsidiary Company in Form AOC-1 is part of the Consolidated Financial Statements forming part of the report. The statement also provides the details of performance and financial position of the subsidiary. During the year, no Company ceased to be a subsidiary. The Company also does not have any holding Company.

Pursuant to the requirements of Regulation 34 (3) read with Schedule V of the SEBI Listing Regulations the details of Loans and advances made to, and investments made in, the subsidiary Company, if any have been furnished in the Notes forming part of the Financial Statements. Financial Statements of the subsidiary Company are available on the website of the Company at https://www.studds.com/investor-relations/subsidiary-financials and the consolidated financial statements of the Company and all other documents required to be attached thereto are also available at https://www.studds.com/investor-relations/financial-information.

13. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

No significant and material orders were passed by the Regulators, Courts or Tribunals impacting the going concern status and Company's operations in future.

Penalty Imposed by Registrar of Companies

During the Financial year under review, the Registrar of Companies, Delhi ("ROC"), vide Order No. PO/ADJ/09-2025/DL/00716 dated 30th September, 2025, passed under Section 454 of the Companies Act, 2013, imposed a penalty under Section 450 for non-compliance of Section 196(3) of the Act. The non-compliance pertained to the omission of justification for re-appointment of Mr. Madhu Bhushan Khurana as Managing Director (having attained 70 years of age) in the explanatory statement to the AGM notice dated 29th September, 2020. The Company had proactively filed a suo-moto adjudication application before the ROC in the previous financial year.

A penalty of Rs. 10,000 each was imposed on the Company, Mr. Madhu Bhushan Khurana, Mr. Sidhartha Bhushan Khurana and Mr. Manish Mehta, aggregating Rs. 40,000.

The default has since been rectified with requisite disclosures made at the re-appointment of Mr. Madhu Bhushan Khurana in the EGM held on 17th December, 2024. The penalty has been duly paid within the prescribed timeline.

Members' attention is further drawn to the statement on contingent liabilities in the notes forming part of the Financial Statements.

The Company has not received any regulatory or judicial orders during the reporting period which has an impact on the going concern status and the future operations of the Company.

14. HUMAN RESOURCES

Please refer to the paragraph on Human Resources in the Management Discussion & Analysis Section for detailed information.

15. ENVIRONMENT, HEALTH AND SAFETY

Environment, Health & Safety (EHS) remain foundational pillars of 'STUDDS' corporate governance framework. The Company is firmly committed to fostering a zero-accident culture, underpinned by structured training and awareness initiatives, proactive risk management, and continuous improvement across all Company's units.

Training & Safety Awareness

The Company conducts regular, structured safety awareness programmes to embed a culture of vigilance and preparedness at every level of the organisation. Key initiatives during the year included:

- Structured awareness and capability-building sessions were conducted during the year covering a broad spectrum of functional and developmental areas, including Hazard Identification and Risk Assessment (HIRA), chemical safety protocols, first aid and emergency response, abnormality handling, advanced proficiency in MS Excel, SAP MM Module operations, and interpersonal effectiveness and leadership development skills.
- Periodic Fire & Emergency mock drills to ensure organisational readiness and regulatory compliance.
- A structured incident reporting framework that encourages proactive identification of hazards at all levels, enabling timely preventive intervention and sustained improvement in safety outcomes.

Environmental Sustainability

- STUDDS recognises its responsibility as a corporate citizen to operate in an environmentally conscious and resource-efficient manner. The Company continues to drive towards greener operations by optimising the use of natural resources, reducing waste, and minimising its overall environmental footprint.
- Sustainability considerations are progressively being embedded into operational strategy, reinforcing the Company's commitment to responsible and future-oriented industry practices.

Employee Health & Well-being

The Company firmly believes that a safe, hygienic, and supportive work environment is integral to employee well-being, productivity, and long-term retention. Investments in workplace health infrastructure and wellness initiatives reflect STUDDS' commitment to the holistic welfare of its workforce.

Maternity Benefits

We further confirm that we are in compliance with the provisions of the Maternity Benefit Act, 1961 which interalia includes payment of maternity benefits, granting leaves and provision of all other benefits mandated under the Act — reaffirming the Company's commitment to an equitable and supportive workplace for women employees.

16. RISK MANAGEMENT AND POLICY

Your Company's Risk Management Policy is backed by strong internal control systems. The risk management framework consists of policies and procedures framed at management level and strictly adhered to and monitored at all levels. Your Company has a defined risk management framework and policy in place, which inter alia, provides to ensure appropriate identification, measurement, mitigation and monitoring of business risks and challenges across the Company. In the opinion of the Board, no element of risk has been identified that may threaten the existence of the Company, during the FY 2025-26. Your Company has the risk management committee as per Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations. The framework also defines the risk management approach across the enterprise at various levels. Risk management is embedded in our critical business activities, functions and processes. The Company leverages digital tools and technology-enabled systems to strengthen its risk identification and mitigation capabilities, enabling real-time monitoring of key risk indicators, data-driven decision-making and proactive management of operational, financial and compliance-related risks across business functions. It also provides control measures for risk and future action plans. The Company's success as an organization largely depends on its ability to identify opportunities and leverage them while mitigating the risks that arise while conducting its business. For mitigation strategies, may refer Management, Discussion and Analysis' Section forms part of the Annual Report.

Further, please refer Report on Corporate Governance forms part of this Annual Report for detailed terms of reference, composition and meeting's details of the Risk Management Committee.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Board of Directors

The Board of the Company represents an optimum mix of professionalism, knowledge and experience, which enables it to discharge its responsibilities. As on March 31, 2026, the Board comprised with three Executive Directors and three Non-Executive Independent Directors including one Woman Independent Director. The composition of the Board of Directors is in conformity with the SEBI Listing Regulations and the Act.

Please refer to the Report on Corporate Governance forms part of this Annual Report for detailed information regarding criteria of appointment including manner of formal annual evaluation of performance and other allied details.

Appointment / Re-appointment/Cessations

During the period under review, there is no change in composition of Board of Directors of the Company.

Mr. Madhu Bhushan Khurana (DIN: 00172770), retires by rotation at the 43rd Annual General Meeting (AGM) and offered himself for re-appointment and reappointed.

Further, in accordance with the provisions of the Section 152 of the Act and the Company's Articles of Association, Ms. Shilpa Arora (DIN: 10733950), retires by rotation at the forthcoming AGM and is offering herself for re-appointment. On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 23, 2026 recommends to the members of the Company for re-appointment of Ms. Shilpa Arora by passing of an ordinary resolution, as given in the Notice of this AGM. The disclosures required pursuant to the Secretarial Standards ('SS')- 2 on General Meetings and Regulation 36 (3) of the SEBI Listing Regulations are given in the Notice of AGM, forming part of the Annual Report.

Independent Directors

In terms of Section 149 of the Act, Mr. Shishira Rudrappa, Ms. Deepshikha Singla and Mr. Pankaj Duhan are the Independent Directors of the Company as on date of this Report.

All Independent Directors of the Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act read with rules made thereunder and Regulation 16(1)(b) and 25(8) of the SEBI Listing Regulations. The Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence. The Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. They have also confirmed that they have complied with the Company's Code of Conduct and Code for Independent Directors prescribed in Schedule IV to the Act, and are not disqualified from continuing as Independent Directors.

The Board of Directors of the Company has taken on record the declaration, disclosures and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

Opinion of the Board: In the opinion of the Board, the Independent Directors fulfil the conditions of independence as specified in the Act read with the rules made thereunder and the SEBI Listing Regulations and are independent of the management and in terms of the provisions of Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014, the Independent Directors possess the requisite expertise and experience (including proficiency) and are persons of high integrity and repute to contribute effectively to the Company's governance.

Basis disclosures received, there has been no change in the circumstances affecting their status as Independent Directors of the Company.

Further details on the criteria and process for determining independence are provided in the Corporate Governance Report forming part of this Annual Report.

During the financial year ended 31st March 2026, the Company has not received any amount from the Directors of the Company.

Key Managerial Personnel

During the year under review, there was no change in Key Managerial Personnel of the Company. In terms of provisions of Section 2(51) and Section 203 of the Act, the Key Managerial Personnel ('KMPs') of the Company as on March 31, 2026 are:

S.No.	Name	Designation
1	Mr. Madhu Bhushan Khurana	Chairman and Managing Director
2	Mr. Sidhartha Bhushan Khurana	Managing Director
3	Ms. Shilpa Arora	Whole-time Director
4	Mr. Manish Mehta*	Chief Financial Officer
5	Ms. Asha Mittal	Company Secretary and Compliance Officer

*Mr. Manish Mehta stepped down from the position of Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company and consequently, Mr. Bharat Goyal was appointed as the Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company with effect from July 01, 2026.

18. MEETINGS OF THE BOARD

The Board of Directors held 6 (six) meetings during FY26. For details, please refer to the Report on Corporate Governance, which forms part of this Report.

19. COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Corporate Social Responsibility Committee;

(d) Stakeholders' Relationship Committee;

(e) Risk Management Committee;

(f) *IPO Committee; and

(g) *Committee of Independent Directors.

* The Board of Directors, at its meeting held on November 26, 2025, approved the dissolution of the IPO Committee and Committee of Independent Directors.

Details of composition, terms of reference and number of meetings held in FY26 for the aforementioned committees are given in the Report on Corporate Governance, which forms part of this Annual Report. Further, during the year, all recommendations made by the various committees have been considered and accepted by the Board.

20. BOARD EVALUATION

To comply with the provisions of Section 134(3)(p) of the Act read with Rules made thereunder and Regulation 17(10) of the SEBI Listing Regulations, the Board has carried out the annual performance evaluation of the Directors individually, including the Independent Directors (wherein the concerned Director being evaluated did not participate), Board as a whole and Committees of the Board of Directors. The manner in which the annual performance evaluation has been carried out is explained in the Report on Corporate Governance which forms part of this report. The Board is responsible to monitor and review the evaluation framework. Further, in compliance with Schedule IV to the Act and Regulation 25(4) of the SEBI Listing Regulations, Independent Directors have also evaluated the performance of Non-Independent Directors, Chairperson and Board as a whole, at a separate meeting of Independent Directors held on June 28, 2025.

21. DIRECTORS RESPONSIBILITY STATEMENT

In compliance of Section 134(3)(c) read with Section 134(5) of the Act, the Directors of the Company, to the best of their knowledge and belief, confirm the following:

- in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2026 and of the profit of the Company for the year ended March 31, 2026;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down adequate internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;

  Based on the framework of internal financial controls (including the Control checks) for financial reporting and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditor(s) and the reviews performed by the management and the relevant Board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2025-26; and
- that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

22. AUDITORS

a) STATUTORY AUDITORS

The Statutory Auditors' Reports does not contain any qualifications, reservations, adverse remarks or disclaimers. Notes to accounts as referred in the Auditors' Reports are self-explanatory and therefore do not call for any further comments or explanations.

The Reports given by the Statutory Auditors on the standalone and consolidated Financial Statements of your Company for the financial year ended 31st March 2026 ("Financial Statements") forms part of this Annual Report.

At the 41st Annual General Meeting, held on September 29, 2023, the members of the Company, approved the reappointment of Rajan Chhabra & Co., Chartered Accountants (FRN: 009520N) as the Statutory Auditors of the Company to hold office till conclusion of the 46th AGM to be held in the year 2028, for second term of five consecutive years.

b) SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 and other provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 24A of SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Chandrasekaran Associates, Company Secretaries (Firm Registration No. P1988DE002500) has been appointed to conduct the Secretarial Audit of the Company for a term of 5 (Five) consecutive years from the financial year 2025-26 to 2029-30 at the 43rd AGM of the Company, held on September 6, 2025 . The Secretarial Audit Report for Financial Year 2025-26 is annexed as **Annexure 1** to this Report. The report of Secretarial Auditor is self-explanatory and does not require further explanation or comments.

The Secretarial Audit Report for the Financial Year ended on March 31, 2026 does not contain any qualification, reservation, adverse remarks or disclaimers.

Chandrasekaran Associates, Company Secretaries has confirmed that the firm is not disqualified from continuing as the Secretarial Auditor of the Company.

c) INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013, the Company has appointed Deloitte as an Internal Auditor for the Financial Year 2025-26.

They have performed the duties of Internal Auditors of the Company, satisfactorily, and their report for FY 2025-26 was presented before the Audit Committee and Board of Directors. Deloitte provides independent and objective assurance to strengthen the Company's systems, processes and internal controls.

The Board of Directors, at its meeting held on May 23, 2026, has approved the appointment of Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W100018) as an Internal Auditor of the Company for the Financial Year 2026-27.

d) REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instance(s) of frauds committed in the Company by its officers or employees, to the Audit Committee under Section 143(12) of the Act, thereby no details are required to be mentioned in this Report under Section 134(3)(ca) of the Act.

23. DISCLOSURE ON INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

The Company has a strong internal audit system in place, which is regularly monitored and updated to safeguard assets, comply with regulations and promptly address issues. The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations and such internal financial controls with reference to the Financial Statements are adequate. The audit committee diligently reviews internal audit reports, takes corrective action as required and maintains open communication with both statutory and internal auditors wherever required to ensure the effectiveness of internal control systems.

Please refer to the paragraph on Internal Control Systems and their Adequacy in the Management Discussion & Analysis Section forms part of this Annual Report for detailed analysis.

24. RELATED PARTY TRANSACTIONS

All Related Parties Transactions (RPTs) including subsequent material modifications, if any are presented before the Audit Committee for review and approval. Prior omnibus approval of the Audit Committee is obtained on periodic basis for the transactions which are planned/ repetitive in nature. The statements giving details of all RPTs entered pursuant to omnibus approval so granted were presented before the Audit Committee on a quarterly basis for its review. All the RPTs under Ind AS-24 have been disclosed in notes to the Financial Statements forming part of this report.

The RPTs entered during the year, were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act read with the rules framed thereunder. However, there were no material transactions of the Company with any of its related parties during the year. Therefore, the disclosure of the RPTs as required under Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC-2 is not applicable to the Company for FY26 and, hence, the same is not required to be provided.

There were no materially significant related party transactions which could have potential conflict with the interests of the Company at large.

The details of RPTs during FY26, including transaction with person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the Company are provided in the accompanying financial statements. However, there were no such transactions except the remuneration including commission which has been paid in accordance to members' approval for such promoter in the capacity of Executive Directors of the Company. During FY26, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees and reimbursement of expenses, if any.

During the year, the Company has revised the policy to align with the amendments in Regulation 23 of the SEBI Listing Regulations. The Company's Policy on Materiality of RPTs and Dealing with RPTs is in accordance with the requirements of the Act and SEBI Listing Regulations is available on the website of the Company https://www.studds.com/Adminpanel/uploads/templates/Policy-on-Materiality-of-Related-Party-Transactions-&-Dealing.pdf.

25. INDIAN ACCOUNTING STANDARDS

The financial statements comply with Indian Accounting Standards (Ind AS) notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

26. CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as may be amended from time to time and in accordance with the CSR Policy and the CSR Annual Action Plan, during the FY 2025-26, the Company has spent two percent of the average net profits of your Company during the three preceding financial years. The prescribed CSR obligation, computed in accordance with the said provisions, amounted to Rs. 1,45,95,000, which has been spent in full before March 31, 2026. Your Company undertook various CSR activities in collaboration only with those reliable non-governmental organisations ("NGOs"), implementing partners, who satisfy the criteria stated under the Act and rules made thereunder.

The Chief Financial Officer of the Company has certified that the funds disbursed have been utilised for the purpose and in a manner approved by the Board for FY26.

The objectives of CSR Policy of your Company is to (i) demonstrate commitment to the common good through responsible business practices and good governance; (ii) set high standards of quality in the delivery of services in the social sector by creating robust processes and replicable models; (iii) to develop and implement a long term vision and strategy for CSR initiatives including formulating, relevant potential CSR activities, their timely and expeditious implementation and establishing an overview mechanism of the activities undertaken/ to be undertaken, in synchronization with the various eligible activities prescribed under Schedule VII of the Act.

Your Company has also formulated and adopted CSR Policy, which is available on the website of the Company at https://www.studds.com/assets/Files/Corporate-Social-Responsibility-Policy.pdf and CSR annual action plan is at https://www.studds.com/csr-activities. The Annual Report on CSR activities pursuant to the provisions of Section 134 and 135 of the Act read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules, 2014, is annexed as **Annexure 2** and forms an integral part of this Report.

27. LISTING OF SHARES

During the year, the Equity Shares of the Company got listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") having nation-wide trading terminals on November 07, 2025. Annual Listing Fee for the Financial Year 2026-27 has been paid to NSE and BSE.

28. DISCLOSURES

(a) EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the annual return is displayed on the Company's website at https://www.studds.com/Adminpanel/uploads/templates/annual-return-2025-2026.pdf

(b) PARTICULARS OF LOAN(S), GUARANTEE(S) OR INVESTMENT(S)

In accordance with the provisions of Section 134(3) (g) of the Act, details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act for the FY26, are given in the notes to the financial statements.

(c) NOMINATION AND REMUNERATION POLICY

Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy in accordance with Section 178 of the Act and SEBI Listing Regulations for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters thereof. This policy is framed with the object of attracting, retaining and motivating talent which is required to run your Company successfully. The same is briefed in Report of Corporate Governance which forms part of this Annual Report.

We affirm that the remuneration paid to the Directors is as per the terms laid down in the Nomination and Remuneration Policy of the Company and in accordance with the Board and/or Shareholders' approval.

The Nomination and Remuneration policy is available on the website of the Company at https://www.studds.com/Adminpanel/uploads/templates/Nomination-and-remuneration-policy.pdf.

(d) VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Act, Company has established a vigil mechanism for directors and employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimisation of persons who avail of the mechanism. The vigil mechanism provides multiple channels for reporting concerns including an option for escalation to the Chairperson of the Audit Committee of the Company. The Company has a vigil mechanism named Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud, abuse of position, mismanagement, etc. However, no such instance was reported during the year.

It is further affirmed that no person has been denied access to the Audit Committee. The policy has also been displayed on the website of the Company at https://www.studds.com/Adminpanel/uploads/templates/Details-of-Establishment-of-Vigil-Mechanism%20-Whistleblower-Policy.pdf.

(e) COST RECORDS

Pursuant to the provisions of Section 148(1) of the Act and Rules made thereunder, the Company is not required to make and maintain Cost Records and no requirement of cost audit, as specified by Central Government under the provisions of this Section.

(f) DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on Prevention of Sexual Harassment and Redressal System in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH). All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has a robust mechanism in place to redress the complaints under POSH. The Company has complied with provisions relating to the constitution of Internal Committee under POSH. The Internal Committee (IC) comprises of internal members and external member who has significant expertise in the field, ensuring an impartial, experienced, and legally compliant redressal mechanism. The IC is in place for all factories and offices of the Company to receive, investigate, and resolve the complaints in a fair, confidential, and time-bound manner. In 2025-26, no case of sexual harassment was reported.

Particulars	
a) number of complaints of sexual harassment received in the year	Nil
b) number of complaints disposed off during the year	Nil
c) number of cases pending for more than ninety days	Nil

Further, during the financial year 2025-26, initiatives were undertaken to demonstrate the Company's zero-tolerance philosophy against discrimination and sexual harassment, which included organizing workshops and knowledge sessions for employees to enhance awareness and understanding of the subject, as well as creating comprehensive and easy-to-understand communication materials that were made readily accessible to all employees. The Company also continued to implement and reinforce the Policy on Prevention of Sexual Harassment, ensuring compliance and fostering a safe, respectful, and inclusive workplace environment. The Company's robust grievance redressal framework remains fully operational and accessible to all employees.

(g) EQUAL OPPORTUNITY BY EMPLOYER

The Company provides a congenial atmosphere for work to all employees that is free from discrimination and harassment and aim to provide equal opportunities of employment to all irrespective of their caste, religion, colour, marital status and sex.

(h) COMPLIANCE OF SECRETARIAL STANDARDS

The Company is complying with the applicable provisions of the Secretarial Standard-1 on 'Meetings of the Board of Directors' and Secretarial Standard-2 on 'General Meetings' prescribed under the Section 118(10) of the Act as issued by 'The Institute of Company Secretaries of India'.

(i) DISCLOSURE ON REMUNERATION TO EMPLOYEES EXCEEDING SPECIFIED LIMITS

The information required to be disclosed under the provisions of Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure 3**.

A Statement containing details of top ten employees in terms of the remuneration drawn and other specified employees including details of employees who are in receipt of remuneration in excess of the limit prescribed under Rule 5(2) in accordance with Rule 5(3) of the said rule is enclosed herewith as **Annexure 3**, forms part of this report.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act, read along with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure 4** and forms part of this Report.

30. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As the Company does not form part of the Top-1000 listed entities based on market capitalization as at December 31, 2025 and does not satisfy the criteria, the provisions of Regulation 34(2)(f) of the SEBI Listing Regulations pertaining to the Business Responsibility and Sustainability Report (BRSR), are not applicable to it, thereby business responsibility and sustainability report is not required to be presented and annexed.

31. CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations. Pursuant to Regulation 34 read with Schedule V of the SEBI Listing Regulations, Report on Corporate Governance along with the certificate from Chandrasekaran Associates, Company Secretaries, certifying compliance with conditions of Corporate Governance is presented and annexed to this Annual Report.

32. OTHER DISCLOSURES AND AFFIRMATIONS

(a) During the period under review:

1. Industrial relations remained harmonious at all our offices and establishments.
2. No Executive Director(s) of the Company received any remuneration or commission from its subsidiary.

(b) The directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions or event occurred on these matters, during the Financial Year 2025-26:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. Change in the nature of business of the Company.
4. Application made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
5. Execution of one-time settlement with Banks and Financial Institutions.
6. Non-compliance with regard to capital market during the last three years.
7. Issue of debentures/ bonds/ warrants/ convertible/ non-convertible securities.

33. ACKNOWLEDGEMENT

Trade Relations

Your Company maintains healthy, cordial and harmonious industrial relations at all levels. Despite intense competition in the industry, the enthusiasm, dedication and unstinting efforts of the employees have enabled your Company to remain at the forefront of the industry.

Your Company continues to receive co-operation and support from the distributors, retailers, stockist, suppliers and others associated with your Company as its trading and value chain partners. Your directors wish to place on record their appreciation for the same. The Company remains committed to building and nurturing strong relationships with all stakeholders based on mutual trust, fairness, respect and co-operation, while remaining consistent with consumer interests.

Appreciation

Your Company continues to operate efficiently owing to the culture of professionalism, creativity, integrity and continuous improvement across all functions and areas of its operations, as well as the effective utilization of the Company's resources for sustainable and profitable growth.

Your directors wish to place on record their appreciation for the efficient and dedicated services rendered by all employees, whose commitment and wholehearted efforts have significantly contributed to the Company's continued satisfactory performance during the year. The Directors remain confident in the management team and look forward to the Company's long-term growth and success.

For and on behalf of the Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN: 00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Faridabad, May 23, 2026

Annexure 1 to the Board's Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To,
The Members,
Studds Accessories Limited
Plot No. 918, Sector 68, IMT,
Faridabad, Haryana-121004

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Studds Accessories Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 ("**Period under review**") according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **Applicable w.e.f November 07, 2025*.**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **Applicable w.e.f November 07, 2025*.**

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Applicable w.e.f November 07, 2025***

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Applicable w.e.f November 04, 2025#**

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Applicable w.e.f November 07, 2025*.**

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the period under review.**

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable during the period under review.**

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client to the extent of securities issued; **Applicable w.e.f November 07, 2025*.**

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable during the period under review.**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the period under review.**

**During the period under review, compliances of the regulations enumerated at clause (ii), (iii) and sub clauses (a), (c) and (f) of clause (v) mentioned above were required to comply by the Company with effect from November 07, 2025. Since the Equity Shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited w.e.f November 07, 2025.*

#During the period under review, compliances of the regulations enumerated at sub clause (b) of clause (v) mentioned above were required to comply by the Company with effect from November 04, 2025, being proposed to be listed Company upon filing of Red Herring Prospectus, with the Registrar of Companies.

(vi) The laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on the industry are:

(a) The Consumer Protection Act, 2019 read with the Consumer Protection (E-Commerce) Rules, 2020 and Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022.

(b) Bureau of Indian Standards Act, 2016 read with Bureau of Indian Standards (Conformity Assessment) Regulations, 2018 and Helmet for riders of two-wheeler Motor Vehicles (Quality Control) Order, 2020.

(c) The Code for Self-Regulation of Advertising Content in India.

We have also examined compliance with the applicable clauses/ Regulations of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

ii. SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 **("Listing Regulations"). Applicable w.e.f November 07, 2025***

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance except in case where meetings were convened at a shorter notice with necessary approvals, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the following major events have been happened which are deemed to have a major bearing on the Company's affairs in pursuance of the above-mentioned laws, rules, regulations, guidelines, standards, etc:

(i) The Company had come up with an Initial Public Offering (IPO) of 77,86,120 Equity shares in accordance with SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, through an offer for sale by the certain existing shareholders named as Selling Shareholders of the Company. The Equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited (NSE Limited) with effect from November 07, 2025.

(ii) As we reported in our immediately preceding financial year audit report about the filing of a Suo-moto application by the Company to the Registrar of Companies, NCT of Delhi and Haryana ("ROC") under Section 454 of the Companies Act, 2013 for adjudication of delay in complying with the provisions of Section 196 of the Act w.r.t providing justification to the members for the re-appointment of Mr. Madhu Bhushan Khurana as Managing director (who had attained the age of 70 years in the year 2018), ROC vide order dated September 30, 2025, adjudicated the said application and imposed a penalty of Rs. 10,000/- on the Company and its Managing Directors & Chief Financial Officer each, which had been paid by the Company and its Managing Directors & Chief Financial Officer within prescribed timeline.

For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 6689/2025

Shashikant Tiwari
Partner
Membership No. F11919
Certificate of Practice No. 13050
UDIN: F011919H000451226

Date: May 23, 2026
Place: Delhi

Note:

i. This report is to be read with our letter of even date which is annexed as **Annexure-A** to this report and forms an integral part of this report.

Annexure-A to the Secretarial Audit Report

To,
The Members,
Studds Accessories Limited
Plot No. 918, Sector 68, IMT,
Faridabad, Haryana-121004, India

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which we relied on the report of Statutory Auditors of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 6689/2025

Shashikant Tiwari
Partner
Membership No. F11919
Certificate of Practice No. 13050
UDIN: F011919H000451226

Date: May 23, 2026
Place: Delhi

Annexure 2 to the Board's Report

Annual Report on Corporate Social Responsibility ('CSR') Activities for Financial Year Ending on March 31, 2026

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

In alignment with our dedication to sustainable and responsible corporate citizenship, the Company believes in actively assisting in improvement of the quality of life of people in communities, giving preference to local areas around our business operations. Towards achieving long-term stakeholder value creation, we shall always continue to respect the interests of and be responsive to our key stakeholders - the communities, especially those from socially and economically backward groups, the underprivileged and marginalized. STUDDS remains committed to serving the community through a sustainable development model that contributes to socio-economic progress and ecological well-being in its areas of operation and influence.The Company has formulated and, from time to time, revised its CSR Policy in line with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder, with the vision of contributing towards inclusive and sustainable development.

Overview of CSR Projects: During FY 2025-26, the Company undertook CSR activities under the following thrust areas, in accordance with Schedule VII of the Companies Act, 2013, these are namely:

1. **Arogya (Health) & Swachhta (Sanitation):** Activities under this thrust area covered promotion of preventive healthcare, sanitation and hygiene for community wellbeing, and provision of healthcare support to underprivileged individuals and communities. [Schedule VII(i)]

2. **Shiksha (Education & Skill Development):** Activities under this thrust area covered promotion of education amongst children, including support for better educational infrastructure, provision of free tutoring support through the Aao Seekhein community learning initiative, financial assistance to children from economically weaker sections to access formal education, and facilitation of special education and inclusive learning for children with disabilities. [Schedule VII(ii)]

3. **Paryavaran (Environment & Animal Welfare):** Activities under this thrust area covered upkeep and conservation of public green spaces and environmental infrastructure, and support to animal welfare through provision of care and rehabilitation to abused, injured and abandoned animals. [Schedule VII(iv)]

4. **Women Empowerment & Waste Management:** Activities under this thrust area covered promotion of women empowerment through skill development and livelihood creation, contribution to environmental sustainability through sustainable waste management by converting plastic waste into durable bricks using non-polluting methods while creating livelihood opportunities for local female labourers and community engagement to promote environmental awareness. [Schedule VII(iii) & (iv)]

Your Company's commitment to the society is sincere and longstanding. The CSR Policy is available on the Company's website and the web-link for the same is provided in this Report.

2. COMPOSITION OF CSR COMMITTEE

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Madhu Bhushan Khurana	Chairperson (Chairman and Managing Director, Executive)	2	2
2	Mr. Sidhartha Bhushan Khurana	Member (Managing Director, Executive)	2	2
3	Ms. Shilpa Arora	Member (Whole-time Director, Executive)	2	2
4	Ms. Deepshikha Singla	Member (Independent Director, Non-Executive)	2	1

3. PROVIDE THE WEB-LINK (S) WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY.

https://www.studds.com/csr-activities

4. PROVIDE THE EXECUTIVE SUMMARY ALONG WITH WEB-LINK(S) OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE.

Impact assessment is not applicable for financial year 2025-26.

5.

(a)	Average net profit of the Company as per Section 135 (5) of the Act	:	Rs. 729.57 Million
(b)	Two percent of average net profit of the Company as per Section 135(5) of the Act:	:	Rs. 14.59 Million
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	:	NIL
(d)	Amount required to be set off for the financial year, if any.	:	NIL
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)]	:	Rs. 14.59 Million

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

Rs. 14.60 Million

(b) Amount spent in Administrative Overheads: NIL

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year (a+b+c): Rs. 14.60 Million

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Rs. in Million)	Amount Unspent (Rs. in Million)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
14.60	NIL	Not Applicable	Not Applicable		

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (Rs. in Million)
(i)	Two percent of average net profit of the Company as per Section 135(5) of the Act.	14.59
(ii)	Total amount spent for the financial year.	14.60
(iii)	Excess amount spent for the financial year [(ii)-(i)].	0.01
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any.	NIL
(v)	Amount available for set off in succeeding financial year [(iii) - (iv)].	0.01*

*The Company will not carry forward any excess amount spent during the financial year 2025-26.

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR account under Section 135(6) (Rs. in Million)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (Rs. in Million)	Amount spent in the reporting financial year (Rs. in Million)	Amount transferred to a fund specified under Schedule VII as per Section 135(5), if any			Amount remaining to be spent in succeeding financial year(s) (Rs. in Million)	Deficiency, if any
					Name of the Fund	Amount (Rs. in Million)	Date of Transfer		
NIL									

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No

If yes, enter the number of capital assets created / acquired: Not Applicable

Furnish the details relating to such asset (s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NA

(a)	Short particulars of the property or asset(s). [including complete address and location of the property]	:	**Not Applicable**
(b)	Pincode of the property or asset(s).	:	
(c)	Date of creation or acquisition of the capital asset(s).	:	
(d)	Amount of CSR spent for creation or acquisition of capital asset.	:	
(e)	Details of the entity/Authority/beneficiary of the registered owner including their CSR Registration No., if applicable, Name and Registered address etc.	:	

9. Specify the reason(s) if the Company has failed to spend two percent of the average net profit as per Section 135(5)

Not applicable. The Company has spent and utilised the entire CSR fund during the financial year 2025-26.

For and on behalf of the Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
Chairman of CSR Committee
DIN: 00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Faridabad, May 23, 2026

Annexure 3 to the Board's Report

Details of Remuneration of Directors, Key Managerial Personnel and Employees

[Pursuant to Section 197 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

i. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during FY 2025-26 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2025-26 are as under:

S. No.	Name of the Director/KMP	Increase/Decrease in Remuneration (in %)	Ratio of Remuneration of each Director/ KMP to the Median Remuneration of Employees* of the Company
Promoter and Executive Directors:			
1	Mr. Madhu Bhushan Khurana	-6.22%	123.24
2	Mr. Sidhartha Bhushan Khurana	-11.38%	120.13
3	Ms. Shilpa Arora@	79.02%	65.53
Independent Directors:			
1	Mr. Shishira Rudrappa#	Not Applicable	Not Applicable
2	Ms. Deepshikha Singla#	Not Applicable	Not Applicable
3	Mr. Pankaj Duhan#	Not Applicable	Not Applicable
Key Managerial Personnel (other than Executive Directors):			
1	Mr. Manish Mehta	8.51%	22.42
2	Ms. Asha Mittal	33.73%	8.84

The details with regard to Independent Directors are not applicable as they have not received any remuneration except sitting fees for attending Board/ Committee meetings.

* Employees for the above purpose includes all employees including Executive Directors.

@The increase in remuneration of Ms. Shilpa Arora (79.02%) appears disproportionately high owing to FY 2024-25 being a partial year from the date of joining i.e August 24, 2024. FY 2025-26 represents a full year of remuneration. The actual increment in the annual package is lower.

Note:

1. The remuneration of Executive Directors includes profit-linked commission and remuneration of other employees includes sales based incentives. Also, remuneration' comprising salary, allowances, perquisites valued under the Income-tax Act 1961, provident fund contribution, excluding expense reimbursements.

2. The remuneration to Directors is within the overall limit approved by the shareholders.

3. Median is calculated on the basis of actual.

ii. The percentage increase in the median remuneration of Employees of the Company in the FY 2025-26 was 13.24 %.

iii. The number of permanent employees on the rolls of Company as on March 31, 2026: 1040.

iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in the remuneration of employees, excluding remuneration of Executive Directors and KMPs during FY 2025-26 was 6.85 %. The average increase in the remuneration of Executive Directors and KMPs during FY 2025-26 was 2.82%.

The average increase in remuneration of Executive Directors and KMPs (2.82%) is lower than for other employees (6.85%) owing to no change in salary of Executive Directors. There are no exceptional circumstances in the increase of managerial remuneration.

v. The key parameters for any variable component of remuneration availed by the directors:

For Managing Directors: The variable component of remuneration includes profit-linked commission for each financial year, computed in accordance with Section 198 of the Companies Act, 2013. In addition, they are entitled to perquisites as per their respective terms of appointment approved by the shareholders, including statutory retirement benefits (Provident Fund, Gratuity etc.), Leave Travel Concession, medical reimbursement, Company maintained cars with chauffeurs and other specified benefits and reimbursement of business expenses as per Company's Rules.

For Whole-time Director: The variable component of remuneration includes profit-linked commission for each financial year, computed in accordance with Section 198 of the Companies Act, 2013, as per her terms of appointment approved by the shareholders.

vi. Affirmation

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of your Company.

For and on behalf of the Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN: 00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Faridabad, May 23, 2026

Information Pursuant to Section 197 of the Companies Act, 2013 and Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(a) Top 10 employees in terms of salary drawn/paid

Sl. No.	Name of the Employees	Designation and Nature of employment (Contractual or Otherwise)	Remuneration Drawn/ Paid/received (Rs. in Million)*	Educational Qualifications	Date of Joining	Experience (Yrs.)	Age (Yrs.)	Immediate Previous Employment	Equity shares of the Company held	If relative of any Director or Manager
1	Mr. Madhu Bhushan Khurana	Chairman and Managing Director (Otherwise: Executive Director)	27.99	Bachelor Degree in Aeronautical Engineering	February 03, 1983	43	78	-	28.30%	Father of Mr. Sidhartha Bhushan Khurana and Ms. Shilpa Arora
2	Mr. Sidhartha Bhushan Khurana	Managing Director (Otherwise: Executive Director)	27.28	Bachelor Degree in Aeronautical Engineering	July 22, 1998 @	27	48	-	29.75%	Son of Mr. Madhu Bhushan Khurana and Brother of Ms. Shilpa Arora
3	Ms. Shilpa Arora	Whole-time Director (Otherwise: Executive Director)	14.87	Bachelor's Degree in Dental Surgery and Master's Degree in Business Administration	August 24, 2024	18	52	Rogers Communications Inc., Canada	0.46%	Daughter of Mr. Madhu Bhushan Khurana and Sister of Mr. Sidhartha Bhushan Khurana
4	Mr. Varun Chopra	Vice President-IT (Otherwise: on roll employee)	7.51	M.S. and Bachelor of Technology	August 09, 2021	21	43	Anand Group	NIL	N.A.
5	Mr.Manish Mehta	Chief Financial Officer (Otherwise: on roll employee)	5.09	Chartered Accountant	August 10, 2018	21	54	AC Mehta & Co.	NIL	N.A.
6	Mrs. Chand Khurana	Vice President (Otherwise: on roll employee)	4.54	Post Graduate	March 01, 2018	41	76	-	3.02%	Spouse of Mr. Madhu Bhushan Khurana and Mother of Mr. Sidhartha Bhushan Khurana and Ms. Shilpa Arora
7	#Mr. Aditya Verma	General Manager Sales & Marketing (Otherwise: on roll employee)	4.04	MBA in Marketing	June 09, 2025	11	36	Amazon India	NIL	N.A.
8	Mr. Regi Bhaskar Pillai	Plant Head-Manufacturing (Otherwise:on roll employee)	3.73	MBA in Operation	January 16,2018	23	53	Sekisuidlym	NIL	N.A.
9	Mr. Anshul Dua	Asst. Vice President-Manufacturing (Otherwise: on roll employee)	3.72	Post Graduate Diploma in Operation	February 19, 2024	17	34	LG Soft India Private Limited	NIL	N.A.

Sl. No.	Name of the Employees	Designation and Nature of employment (Contractual or Otherwise)	Remu-neration Drawn/ Paid/re-ceived (Rs. in Million)*	Educational Qualifications	Date of Joining	Exp eri-ence (Yrs.)	Age (Yrs.)	Immediate Previous Employment	Equity shares of the Company held	If relative of any Director or Manager
10	Mr. Vikash Kumar Goel	DGM Finance (Otherwise: on roll employee)	3.72	Chartered Accountant	January 15, 2025	15	38	RICO Auto Industries Limited	NIL	N.A.

* Remuneration comprises basic salary, allowances, perquisites, provident fund contribution, sales linked incentives for employees and profit linked commission for Executive Directors, on actual basis.

Joined in part of the year.

@ On MCA portal it is showing as August 28, 1998.

(b) Employees drawing salary of Rs.1,02,00,000/- or above per annum

Sl. No.	Name of the Employees	Designation and Nature of employment (Contractual or Otherwise)	Remu-neration Drawn/ Paid/re-ceived (Rs. in Million)*	Educational Qualifications	Date of Joining	Exp (Yrs.)	Age (Yrs.)	Previous Employment	Equity shares of the Company	Relative of any Director or Manager
1	Mr. Madhu Bhushan Khurana	Chairman and Managing Director (Otherwise: Executive Director)	27.99	Bachelor Degree in Aeronautical Engineering	February 03, 1983	43	78	-	28.30%	Father of Mr. Sidhartha Bhushan Khurana and Ms. Shilpa Arora
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3	Ms. Shilpa Arora	Whole-time Director (Otherwise: Executive Director)	14.87	Bachelor's Degree in Dental Surgery and Master's Degree in Business Administration	August 24, 2024	18	52	Rogers Communications Inc., Canada	0.46%	Daughter of Mr. Madhu Bhushan Khurana and Sister of Mr. Sidhartha Khurana

* Remuneration comprises basic salary, allowances, perquisites, provident fund contribution and profit linked commission on actual basis.

(c) No other employees have received a remuneration Rs. 8,50,000/- per month in any part of the year.

(d) The Company has no employee (whether employed throughout FY26 or part thereof) who was in receipt of remuneration which in the aggregate, is in excess of that drawn by the Executive Director(s) and holds by himself or along with his spouse and dependent children, not less than two (2) percent of the equity shares of the Company.

For and on behalf of the Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN: 00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Faridabad, May 23, 2026

Annexure 4 to the Board's Report

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY:

(i) The steps taken or impact on conservation of energy:

Conservation of energy continues to remain a key focus area for the Company as part of its commitment towards sustainable growth, operational excellence and environmental responsibility. The Company has implemented various energy efficiency and resource optimization initiatives across all manufacturing units and offices to reduce overall energy consumption, carbon emissions and operational costs.

Cross-Functional Teams (CFTs) and specialized plant units continuously monitor electrical load patterns, benchmark parameters and execute targeted energy-saving schemes. These measures have not only optimized resource consumption and reduced the carbon footprint but have also led to substantial power savings, reduced maintenance downtime, lowered costs and improved overall manufacturing productivity.

The Company is continuously undertaking various initiatives towards green energy, thereby contributing towards a clean environment. The Company encourages its employees and business partners to take adequate efforts and initiatives on energy conservation.

Further, best practices and benchmarking parameters are implemented in all units by the Company to realign the existing power-consuming sections, remove bottlenecks and ensure uninterrupted and quality power supply at minimum cost. Some of the energy conservation measures adopted across the manufacturing units were:

ENERGY EFFICIENCY INITIATIVES

- Replacement of conventional lighting systems with energy-efficient LED lighting across manufacturing plants, warehouses and office premises.
- Upgradation of injection moulding machines by replacing conventional induction motors with energy-efficient Servo Motor Systems, resulting in substantial reduction in electricity consumption and improvement in machine efficiency.
- Installation of Variable Frequency Drives (VFDs) in air compressors, pumps, blowers and utility equipment for optimized power utilization and smooth operational control.
- Optimization of compressed air systems through leakage monitoring, pressure balancing and preventive maintenance practices.
- Installation of energy-efficient centralized HVAC systems in corporate and administrative offices.
- Continuous monitoring of electrical load patterns for identification of energy saving opportunities through centralized EMS (Energy Management System) in Manufacturing Facility-III, which is also a Registered Office of the Company.

SMART METERING & ENERGY MANAGEMENT SYSTEM THROUGH INTERNET OF THINGS (IOT)

The Company has implemented an IoT-based Smart Metering & Energy Management System across Manufacturing Facility-III. The system provides real-time monitoring of electricity consumption through sub-meters installed at major energy-consuming equipment such as compressors, chillers, departmental panels, VRV/VRF systems and utility feeders. The EMS continuously collects and analyses energy data, enabling the following capabilities:

- Real-time visibility of energy consumption at equipment and department level.
- Identification of energy losses, inefficiencies, and wastage points.
- Monitoring of peak demand and power factor to avoid penalty charges.
- Department-wise and machine-wise energy cost allocation for better accountability.
- Alerts for abnormal energy usage patterns enabling prompt corrective action.
- Performance tracking of solar generation versus utility consumption.
- Automated daily/weekly/monthly energy reports for management review.
- Deployment of automation (Timers) and intelligent controls (Motion Sensors) to minimize energy wastage during non-operational hours.
- Improvement in power factor (through Automatic Capacitor Bank) and load balancing on electrical infrastructure to ensure efficient utilization of electrical infrastructure, reduce electrical losses and avoid demand penalties.
- Preventive maintenance of electrical equipment, motors, compressors, transformers, and utility systems to improve efficiency and minimize energy losses and downtime.

RENEWABLE & GREEN ENERGY INITIATIVES & AWARENESS

- Installation and utilization of rooftop solar power plant with an installed capacity of 757 KWp for generation and consumption of clean and renewable energy and further expanding its solar energy capacity to 1,000 KWp in the future to promote green energy initiatives and minimize dependency on grid power.

- Promotion of green manufacturing practices and employee awareness programmes on energy conservation, ensuring participation from each department in energy conservation initiatives and resource optimization activities.

CONSERVATION OF NATURAL RESOURCES

- Adoption of rainwater harvesting and recycling of treated water to reduce freshwater consumption. The recycled water is being used for gardening purposes, which helps in reducing the extraction of ground water.

- Optimization of utility consumption through process automation and operational controls.

- Continuous efforts towards minimizing wastage of electricity, water and other natural resources through sustainable operating practices.

MONITORING PRE-EXISTING SYSTEMS

- Constant monitoring of energy consumption and further requisite follow-up.

- These measures have led to power savings, reduced maintenance time and cost, improved operational hygiene and consistency in quality and productivity. The Company is making all efforts to focus on energy conservation by ensuring that plants are kept continuously running and idle time is reduced to the bare minimum.

(ii) The steps taken by the Company for utilizing alternate sources of energy:

- Installation and operation of a rooftop solar power plant with an installed capacity of 757 KWp for captive consumption of renewable energy. The Company is further expanding its solar energy capacity to 1,000 KWp to promote green energy initiatives and minimize dependency on grid power.

- Conversion of Diesel Generator (DG) sets into dual-fuel systems enabling utilization of Natural Gas along with diesel, thereby reducing consumption of diesel fuel.

- Continuous evaluation of additional renewable and cleaner energy alternatives for future operations and utilities.

(iii) The capital investment on energy conservation equipment:

During the financial year 2025-26, the Company made a capital investment of Rs. 11.62 million towards energy conservation equipment, with a focus on upgrading to energy-efficient and precision-driven machinery. The investment was made in the following equipment:

(a) Energy-efficient Air Conditioning Systems (5-Star rated) — Upgraded from 3-Star to 5-Star rated units across manufacturing facilities, resulting in significant reduction in power consumption.

(b) Automatic Screen Printing Machine — Conventional induction motors replaced with servo motors, reducing energy consumption and improving operational efficiency.

B. TECHNOLOGY ABSORPTION:

Technology absorption forms the backbone of the Company's innovation-driven approach to product development and manufacturing excellence. Through a focused strategy that blends internal R&D capabilities with the latest advancements in automation, materials science and digital solutions, the Company continues to absorb and adapt technologies that elevate operational efficiency, product differentiation and customer satisfaction.

(i) The efforts made towards technology absorption:

1) **Revo Technology in Visor Coating**- The Company has introduced Revo Technology in the visors of its Typhoon and Helios helmet models during the year. Revo Coating is a high-performance, multilayer optical lens coating technology that offers significant functional advantages, including superior glare protection and enhanced visual clarity through high-contrast colour rendering.

2) **Introduction of Coordinate Measuring Machine (CMM)** in the Tool Room for high-precision dimensional inspection of moulds, tools, fixtures, gauges and components, enabling direct CAD model comparison, elimination of manual measurement tools and reduction of human error in the inspection process.

3) **New Carbon Variants -**

The Company introduced new variants of its flagship premium helmet, Titan Carbon, in Forged Carbon and Matt Carbon shell construction. While Forged Carbon brings exceptional structural rigidity, impact resistance, and reduced weight, Matt Carbon offers a refined, non-reflective finish with the inherent strength and lightweight properties of carbon fibre — together catering to riders who seek superior protection with a premium aesthetic.

4) **Chrome Technology on Graphics -**

The Company successfully developed in-house capability for Chrome Technology in graphics and decals, transitioning from what was previously an import-dependent process. This indigenisation has enabled STUDDS to deploy chrome finish graphics across a wider range of models in a faster and more cost-effective manner, adding a striking reflective aesthetic layer across the product portfolio. The development of this capability in-house marks a significant step towards self-reliance, improving both production agility and responsiveness to customer demand.

5) **Titan Racing** — launched its first dedicated racing helmet — marking a significant milestone in Company's foray into the performance motorsport segment. The helmet features Tear-Off Film Technology in its visor system, allowing riders to instantly remove a contaminated or scratched visor layer for unobstructed vision, a critical safety feature in competitive racing environments. Advanced padding design and precision material selection further contribute to significantly reduced wind noise and enhanced rider safety at high speeds.

6) **Developed in-house Positive Printing capability for decal development**, transitioning from a previously outsourced process. This indigenisation has enabled faster turnaround times, improved cost efficiency, and greater flexibility in graphic development across the product range, reinforcing STUDDS' commitment to building self-reliant design and manufacturing capabilities.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

The technology initiatives undertaken during FY 2025-26 have yielded significant benefits across multiple dimensions. The introduction of **Revo Technology** has enhanced optical performance in helmet visors, offering superior glare protection and visual clarity, while laying the groundwork for import substitution upon commissioning of in-house manufacturing capability in FY 2026-27. The adoption of the **Coordinate Measuring Machine (CMM)** has driven measurable improvements in tooling quality and precision, eliminating manual measurement errors through direct CAD model comparison and reducing human error in the inspection process. The introduction of new **Forged Carbon and Matt Carbon** variants of Titan Carbon has strengthened the Company's premium product portfolio, offering enhanced structural performance and aesthetic differentiation to discerning riders. The indigenisation of **Chrome Technology** has resulted in successful import substitution, enabling faster and more cost-effective deployment of premium graphics across the product range. The launch of **Titan Racing** has enabled the Company's foray into the performance motorsport segment, marking a significant product development milestone. Finally, the in-house development of Positive Printing has reduced outsourcing dependency, improved cost efficiency, and enhanced flexibility and quality in decal development across the product range.

(iii) Technology imported during the last three years reckoned from the beginning of the financial year:

(a) **Details of technology imported:** None

(b) **Year of import:** Not Applicable

(c) **Whether the technology has been fully absorbed:** Not Applicable

(d) **If not fully absorbed, areas where absorption has not taken place and the reasons thereof:** Not Applicable

(iv) Expenditure incurred on Research and Development: Rs. 69.36 million*

- Capital expenditure on R&D: Rs. 23.14 million

- Revenue expenditure on R&D: Rs. 46.22 million

- Total R&D expenditure as a percentage of turnover: 1.10%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO: (RS. IN MILLION)

Foreign Exchange earned (in terms of actual inflows): Rs. 1,112.06 million

Foreign Exchange outgo (in terms of actual outflows): Rs. 578.46 million

For and on behalf of the Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN: 00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Faridabad, May 23, 2026

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At Studds Accessories Limited, governance is not merely a framework—it embodies our ethical imperative and a promise to all stakeholders. With a five-decade legacy, our brand has grown globally by embedding transparency, accountability, compliance, and integrity into every facet of our operations. We diligently uphold robust systems and standards to serve every stakeholder—shareholders, employees, customers, suppliers, communities, and the environment.

Our philosophy is encapsulated in the principle: **"To attain right results through right means."** This commitment underscores our dedication to conduct business in the most efficient, responsible, honest, transparent, and ethical manner. Corporate governance, to us, extends beyond compliance; it is a company-wide commitment to uphold the highest standards of integrity and responsibility.

We believe that sound corporate practices—rooted in transparency, accountability, and unwavering integrity—are essential for the long-term enhancement of shareholder and stakeholder value. Our governance framework seeks to balance shareholders' interests with corporate goals, ensuring efficient business conduct and fulfilling our stakeholders' obligations.

We believe that corporate governance is about commitment to values and ethical business conduct. This commitment will continue to be led by our Board of Directors, which discharges its governance responsibilities by focusing on the Company's strategic direction and operational excellence in the best interests of all stakeholders. The Board will continue to operate through a comprehensive charter that clearly defines the roles and responsibilities of its committees, ensuring a robust governance framework. The Company will also continue to strengthen its compliance culture through its comprehensive, robust, IT-enabled compliance management system for tracking, managing, and reporting compliance with all applicable laws and regulations.

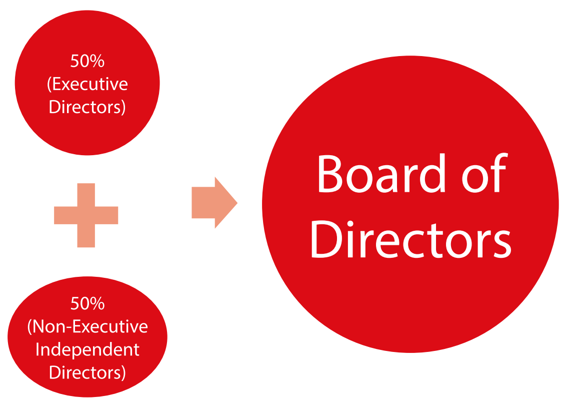
Our Board and its Committees convene quarterly, undertake comprehensive disclosures, ensure the timely and accurate dissemination of information regarding the Company's financial position, performance, ownership, and governance, proactively manage risks, and uphold fairness at every level. These actions are driven not only by regulatory requirements but also by our commitment to ethics, responsibility, and stakeholder trust. We ensure equitable treatment of all investors, maintain vigilant oversight, and strengthen our compliance framework, guided by the principle that:

"Corporate governance is concerned with holding the balance between economic and social goals and between individual and communal goals." — Sir Adrian Cadbury."

We strongly believe that good corporate governance practices are key drivers for sustainable corporate growth and long-term value creation for the shareholders/ stakeholders.

2. BOARD OF DIRECTORS

The Board of the Company comprises a balanced blend of professionalism, knowledge, experience and expertise, enabling it to discharge its responsibilities and provide effective oversight, sound decision making and leadership in advancing the Company's long-term vision while upholding highest governance standards of Corporate Governance. As on March 31, 2026, the Company's Board consists of 6 members. The composition of the Board, as on March 31, 2026, is in conformity with the provisions of the Companies Act, 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended enjoining specified combination of executive and non-executive directors including one Woman Independent Director with one-half of the Board comprising of Independent Directors.



Your Company has undertaken significant steps to optimize board structures, ensuring they embody the ideal composition for effective governance. This includes:

Board Diversity

The Nomination and Remuneration Policy and Policy on Board Diversity of the Company provides a framework that ensures diversity among Board members. The Company remains committed to enhance the effectiveness of the Board through a diverse composition and leveraging the benefit of such diversity for better and more informed decision making. To ensure that the Company's Board maintains an appropriate balance of skills, experience, independence and diversity of perspectives that are imperative for the execution of its business strategy, the Company considers a number of factors such as gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, thereby adding value to the business.

As on 31st March 2026 and on date of this report there are two women directors including one Independent Woman Director on the Board. The Board members possess requisite qualifications, experience, expertise and attributes commensurate with their roles.

Board Independence and Effectiveness

One-half of the Board of Directors are independent, and the Company has received declarations of independence from all the Independent Directors. The Board is committed to safeguarding the rights and enhancing long-term interests that create maximum value for its stakeholders. The Board undertakes an annual evaluation to assess the effectiveness of its own performance as well as of individual Directors, of Chairperson of the Company and of the committees to ensure continued effectiveness and governance excellence.

These measures reinforce the Board's effectiveness and support informed decision-making that drives sustainable business growth and value creation.

Succession Plan

The Company has implemented a structured succession planning mechanism for Directors and Key and Senior Management roles to facilitate orderly transitions, ensure continuity of leadership, and safeguard and maintain the Company's strategic stability. By integrating workforce planning with long-term business strategy, the Company deploys the necessary financial and human resources to meet its objectives. Succession planning and elevation within the organisation, fuel the ambitions of its talent force, to earn future leadership roles. The Policy is placed on the website of the company at https://www.studds.com/Adminpanel/uploads/templates/Succession-policy-for-board-and-senior-management.pdf.

Independent Directors

Independent Directors play a key role in the decision-making process of the Board by approving the Company's overall strategy and overseeing the performance of the management. The Independent Directors are committed to act in the best interest of the Company and its stakeholders. They bring diverse expertise and experience across corporate management, legal, finance and other allied fields. Their diverse knowledge, experience and expertise across their respective fields, as well as sound boardroom practices, help foster varied, unbiased and independent perspectives, which continue to strengthen boardroom deliberations. The Company benefits immensely from their inputs in achieving the strategic direction.

In terms of Section 149 of the Act, Mr. Shishira Rudrappa, Ms. Deepshikha Singla and Mr. Pankaj Duhan are the Independent Directors of the Company as on date of this Report.

Criteria and Assessment Framework

The criteria for determining the independence of a Director are as stipulated under Section 149(6) of the Companies Act, 2013 read with the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. These provisions comprehensively set out the conditions to be satisfied for a Director to qualify as an Independent Director, and the Board strictly adheres to the same while assessing and confirming the independence of its Directors.

Declaration and Confirmation

All Independent Directors of the Company have given declarations under Section 149(7) of the Act confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI Listing Regulations. The Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence. They have also confirmed compliance with the Company's Code of Conduct.

Proficiency Requirements

All Independent Directors have registered their names in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and have either passed the online proficiency self-assessment test or are exempt therefrom.

Assessment Process

The Board in consultation with Nomination and Remuneration Committee ("NRC") evaluates the independence of each Director at the time of appointment and on an annual basis. The Board of Directors of the Company has reviewed and has taken on record the declarations and confirmations submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

Opinion of the Board

In the opinion of the Board, the Independent Directors fulfil the criteria of independence as specified in the Act read with the rules made thereunder and the SEBI Listing Regulations and are independent of the management and in terms of the provisions of Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014, the Independent Directors possess the requisite expertise and experience (including proficiency) and are persons of high integrity and repute.

Based on disclosures received, there has been no change in the circumstances affecting their status as Independent Directors of the Company.

Maximum Tenure of Independent Directors

The maximum tenure of Independent Directors is upto five consecutive years from the date of their appointment which is in accordance with the Act and Regulation 25(2) of the SEBI Listing Regulations. However, they can be reappointed for another term of five consecutive years. The original date of appointment and completion of current term of the Independent Directors are given below:

Name of Independent Director	Date of Appointment	Date of Completion of Current Term
Ms. Deepshikha Singla	November 15, 2024	November 14, 2029
Mr. Pankaj Duhan	April 09, 2018	April 08, 2028
Mr. Shishira Rudrappa	November 15, 2024	November 14, 2029

Familiarization Programme

The Company has established a Familiarization Program designed for Independent Directors. Under this framework, directors receive regular updates regarding business developments, market dynamics, and new organisational initiatives. Furthermore, the Company facilitates site visits to its manufacturing plants to give directors a thorough understanding of our facilities, production processes, and product portfolios. This framework is formally guided by our Policy on the Familiarization Program for Independent Director. A policy on Familiarisation Programme for Independent Directors along with details of the programme imparted to the Independent Directors during the financial year ended FY 2025-26, is available under the investor section on the Company's website at https://www.studds.com/Adminpanel/uploads/templates/Policy-for-Familiarisation-Programme-for-Independent-Directors.pdf.

A separate meeting of Independent Directors

In accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations and Secretarial Standards, a separate meeting of the Independent Directors of the Company was held. The Independent Directors met on June 28, 2025, without the presence of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, performance of Chairperson of the Company and assessed the quality, quantity, and timeliness of flow of information between the Company's Management and the Board in terms of Schedule IV of the Companies Act, 2013.

Changes in the Board during FY 25-26

During the period under review, there is no change in composition of Board of Directors of the Company.

Mr. Madhu Bhushan Khurana (DIN: 00172770), retires by rotation at the 43rd Annual General Meeting (AGM) and offered himself for re-appointment and was reappointed.

Directors Seeking Appointment / Reappointment

In accordance with the provisions of the Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Ms. Shilpa Arora (DIN: 10733950), retires by rotation at the forthcoming Annual General Meeting of the Company.

Detailed reasons for the resignation of Independent Directors

During the Financial Year 2025-26, no Independent Director of the Company resigned, ceased or was appointed on the Board and there was no change in the composition of Independent Directors during the year under review.

Confirmation and Certification

The Company annually obtains disclosure from each Director regarding details of the Board and positions held in other companies/ bodies corporate and changes, if any. A Certificate has been obtained from Chandrasekaran Associates, Company Secretaries, under Schedule V of SEBI Listing Regulations confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company, by Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such authority and the same forms part of this Annual Report.

3. BOARD AND COMMITTEES' MEETINGS

The Board meets at regular intervals and meetings of the Board and its Committees are being conducted to discuss and approve various strategies, policies, financial matters and such other businesses.

Notice and Agenda of Board and Committee Meetings

The Board has the complete and unrestricted access to any information required by them to perform its supervisory duties and make decisions on the matters reserved for the Board of Directors. The Board generally meets once in a quarter to review among other things, the operational and financial performance of the Company. The compliance reports in respect of applicable laws, are placed before the Board periodically. The Agenda for the Board and Committee Meetings covers items set out as per the Companies Act and SEBI Listing Regulations and other applicable laws. The required information, including information as enumerated in Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations, is made available to the Board. Agenda papers containing the necessary information / documents are made available to the Board in advance to enable the Board to discharge its responsibilities effectively and take informed decisions, as applicable. The information as specified in the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and applicable Acts, regulations or otherwise is regularly made available to the Board, whenever applicable, for discussion and consideration. The meetings are usually conducted through Audio/ Video conferencing facilities for all directors including for the Directors who are travelling or located outside Faridabad to participate in the Meetings. In case of exigencies or urgency of matters, resolutions are passed by circulation, for such matters as permitted by law. The Board takes note of the resolutions passed by circulation at its subsequent meeting.

Meeting of Board of Directors

The Board has a balanced mix of Executive, Non-Executive and Independent Directors with expertise in various domains. The Board of Directors considers the interest of all Stakeholders while discharging its responsibilities and provides leadership and guidance to the Company's management while discharging its fiduciary responsibilities thereby ensuring that the management adheres to the high standards of ethics, transparency and disclosures. The maximum gap between any two consecutive Board Meetings did not exceed one hundred and twenty days as stipulated under the Act. Necessary quorum was present in all the Board Meetings. Agenda papers were shared to the Directors, before the meetings within the stipulated time. Draft Minutes of the Board and Committee meetings were circulated to the Directors of the Company for their comments and thereafter, noted by the Board/ Committee in its next Meeting.

Composition of the Board and Attendance

The Company's Board consists of Six members. The Company has an optimum combination of Executive and Non-Executive Directors.

Meeting of Board of Directors

The Board met six (6) times during the financial year ended March 31, 2026, i.e. on June 28, 2025, October 11, 2025, October 25, 2025, November 03, 2025, November 26, 2025 and January 31, 2026. The Details regarding attendance of directors for the aforesaid meetings, are given as under:

Name	Designation and Category	No. of Meetings Attended	Whether Last AGM Attended, held on September 06, 2025
Mr. Madhu Bhushan Khurana (DIN: 00172770)	Chairman and Managing Director (Executive Director);Promoter	6	Yes
Mr. Sidhartha Bhushan Khurana (DIN: 00172788)	Managing Director (Executive Director);Promoter	6	Yes
Ms. Shilpa Arora (DIN: 10733950)	Whole-time Director (Executive Director);Promoter	6	Yes
Mr. Pankaj Duhan (DIN: 08093989)	Independent Director (Non-Executive Director)	2	No
Mr. Shishira Rudrappa (DIN: 01146470)	Independent Director (Non-Executive Director)	6	Yes
Ms. Deepshikha Singla (DIN: 10805209)	Woman Independent Director (Non-Executive Director)	5	Yes

Directorships and memberships of Board Committees held in other Companies including STUDDS as on March 31, 2026:

Name	Designation and Category	#No. of directorship(s)		*No. of committee(s) (in public limited companies)		Name of the other Indian listed entities and Category of directorship
		Public	Private	Member (including chairperson)	Chairperson	
Mr. Madhu Bhushan Khurana	Chairman and Managing Director (Executive Director)	1	-	1	-	-
Mr. Sidhartha Bhushan Khurana	Managing Director (Executive Director)	1	-	2	-	-
Ms. Shilpa Arora	Whole-time Director (Executive Director)	1	-	-	-	-
Mr. Pankaj Duhan	Independent Director (Non-Executive Director)	1	-	2	-	-
Mr. Shishira Rudrappa	Independent Director (Non-Executive Director)	1	5	2	1	-
Ms. Deepshikha Singla	Woman Independent Director (Non-Executive Director)	1	-	1	1	-

#For reckoning the limit of private and public companies, directorships in foreign companies, dormant companies and companies under Section 8 of the Companies Act, 2013 ('the Act') are excluded.

*Represents Memberships/ Chairmanships of Audit Committee & Stakeholders' Relationship Committee of Indian Public Limited Companies.

For the purpose of considering the limit of the committees in which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Act have been excluded. None of the directors was a member in more than ten committees nor a chairperson in more than five committees across all companies in which he/she was a director.

None of the Directors of the Company serve as a director, including any alternate directorship, in more than twenty companies including not more than ten in public companies in compliance with Section 165 of the Companies Act, 2013.

As per the declarations received, none of the directors serve as an Independent Director in more than seven listed companies or in more than three listed companies in case he or she is a whole-time director/managing director in any listed company.

Further, our executive directors do not serve as an Independent Director in any other listed company.

Disclosure of relationship between Directors

Except as disclosed below, none of our directors are related to each other.

Mr. Madhu Bhushan Khurana, Chairman and Managing Director and Mr. Sidhartha Bhushan Khurana, Managing Director and Ms. Shilpa Arora, Whole-time Director are related to each other, as Mr. Madhu Bhushan Khurana is the father of Mr. Sidhartha Bhushan Khurana and Ms. Shilpa Arora, in accordance with Section 2(77) of the Companies Act, 2013 read with the Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014. As on the date of this report, the company has three (3) Promoters namely, Mr. Madhu Bhushan Khurana, Mr. Sidhartha Bhushan Khurana and Ms. Shilpa Arora.

Shares held by Directors as on March 31, 2026:

Sr. No.	Name of the Directors	No. of Shares*
1.	Madhu Bhushan Khurana	11135560
2.	Sidhartha Bhushan Khurana	11709360
3.	Shilpa Arora	180000
4.	Deepshikha Singla	-
5.	Pankaj Duhan	-
6.	Shishira Rudrappa	-

* Shares means Equity shares. Furthermore, Company does not have any other convertible instruments.

Key Board Skills, Expertise and Competencies: As on March 31, 2026, the Board comprised of qualified members who bring in the required skills, competence and expertise to enable them to effectively contribute to deliberations at Board and Committee meetings. The below matrix summarizes a mix of skills, expertise and competencies expected to be possessed by our individual Directors, which are key to corporate governance and Board effectiveness:

Entrepreneur/ Leadership	Extended entrepreneurial/ leadership experience for a significant enterprise, resulting in a practical understanding of organisations, processes, strategic planning and risk management. Strength demonstrated in developing talent, planning succession and driving change as well as long-term growth.
Engineering and Technology	Engineering and the development of new technologies, involving application of scientific and mathematical knowledge, to design and to operate objects, systems and processes to help the Company solve problems and reach its goals.
Financial Expertise	Education and experience as an Auditor or Public Accountant or a principal financial officer, comptroller or principal accounting officer or holding a position involving performance of similar functions.
Global Exposure	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory framework as well as a broad perspective on global market opportunities.
Board Service and Governance	Service on the Boards of other public companies, posses insights on maintaining board and management accountability, protecting shareholder interests and observing appropriate governance practices.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, as well as enhance brand reputation.
Helmet Industry Experience	A significant background in helmet or similar industries, resulting in knowledge of how to anticipate market trends, generate disruptive innovation and extend or create new business models.

Name of Director	Entrepreneur/ Leadership	Engineering and Technology	Financial Expertise	Global Exposure	Board Service and Governance	Sales and Marketing	Helmet Industry Experience
Mr. Madhu Bhushan Khurana	√	√	√	√	√	√	√
Mr. Sidhartha Bhushan Khurana	√	√	√	√	√	√	√
Ms. Shilpa Arora	√		√	√	√	√	√
Mr. Pankaj Duhan	√	√	√	√	√	√	√
Mr. Shishira Rudrappa	√		√	√	√		
Ms. Deepshikha Singla	√		√	√		√	

4. COMMITTEES OF THE BOARD

The Board has constituted several committees to focus on well-defined areas of responsibility and to ensure effective working of the Company in compliance with the provisions of the Companies Act, 2013 read with rules framed thereunder and the SEBI Listing Regulations or as delegated by the Board which needs closer review.

The Board has following Committees as on March 31, 2026, are:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Corporate Social Responsibility Committee;

(d) Stakeholders' Relationship Committee;

(e) Risk Management Committee;

Further, the IPO Committee and Committee of Independent Directors, constituted on June 08, 2018 and June 28, 2025 respectively, were formed to consider, deal with and approve matters relating to the IPO activities of the Company. Since the objectives for which the Committees were constituted have been duly completed and the equity shares of the Company are now listed on BSE Limited and National Stock Exchange of India Limited, the Committees were no longer required. Accordingly, the Board of Directors, at its meeting held on November 26, 2025, approved the dissolution of the IPO Committee and Committee of Independent Directors.

Recommendations made by these Committees have been accepted by the Board, which were mandatorily required to be made. The Company Secretary officiates as the Secretary of the Committees. The Chairperson of each Committee briefs the Board on significant discussions at the meetings.

Given below are the composition and the terms of reference of various Committees constituted by the Board, inter alia, including the details of meetings held during the year and attendance thereat.

(a) AUDIT COMMITTEE

The Company has constituted an Audit Committee and adopted terms of reference, detailed below, in accordance with Section 177 of the Act and Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations. The Audit Committee met four (4) times during the financial year ended March 31, 2026, i.e. on June 28, 2025, October 11, 2025, November 26, 2025, and January 31, 2026 and the requisite quorum was present for all the above-mentioned meetings. The maximum gap between any two consecutive meetings of the Audit Committee did not exceed one hundred and twenty days. The Chairperson of the Audit Committee was present at the last AGM of the Company which was held on September 06, 2025.

The composition of the Audit Committee as on March 31, 2026 and details regarding Attendance of members of the Committee for the aforesaid meetings, are given as under:

Name	Designation and Category	No. of Meetings Attended
Ms. Deepshikha Singla	Chairperson (Independent Director, Non-Executive)	3
Mr. Pankaj Duhan	Member (Independent Director, Non-Executive)	1
Mr. Shishira Rudrappa	Member (Independent Director, Non-Executive)	4
Mr. Sidhartha Bhushan Khurana	Member (Managing Director, Executive)	4

All members of the Committee are financially literate and have accounting or related financial management expertise.

Invitees/Other Attendees

- The representatives of Statutory Auditors and Internal Auditors and other executives, as desired by the Committee, attended the meetings as auditors or invitees.

There have been no instances during the year when recommendations of the Audit Committee were not accepted by the Board.

Terms of Reference for Audit Committee:

A. Powers of Audit Committee

The Audit Committee has powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

B. Role of Audit Committee

The role of the Audit Committee includes the following:

- oversight of financial reporting process and the disclosure of financial information relating to Studds Accessories Limited (the "**Company**") to ensure that the financial statements are correct, sufficient and credible;
- recommendation to the board of directors of the Company (the "**Board**" or "**Board of Directors**") for appointment, re-appointment, replacement, remuneration and other terms of appointment of statutory auditors of the Company and the fixation of the audit fee;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions; and
  - (g) modified opinion(s) in the draft audit report.

- reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- formulating a policy on related party transactions, which shall include materiality of related party transactions;
- approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed, by the Independent Directors who are members of the Audit Committee;
    (i) Recommend criteria for omnibus approval or any changes to the criteria for approval of the Board;
    (ii) Make omnibus approval for related party transactions proposed to be entered into by the Company for every financial year as per the criteria approved;
    (iii) Review of transactions pursuant to omnibus approval;
    (iv) Make recommendation to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act, 2013.

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow-up thereon;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- reviewing the functioning of the whistle blower mechanism;
- overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/or advances from/investment by the Company in its subsidiary(ies) exceeding Rs. 100 Crore or 10% of the asset size of the subsidiary(ies), whichever is lower including existing loans/ advances/ investments;
- review the financial statements, in particular, the investments made by any unlisted subsidiary;
- considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- approving the key performance indicators ("KPIs") for disclosure in the offer documents, and approval of KPIs once every year, or as may be required under applicable law; and

- carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations and any other applicable law(s), as and when amended from time to time.

C. The Audit Committee's role includes to review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the Chief Internal Auditor;
- Statement of deviations in terms of the SEBI Listing Regulations:
    a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the SEBI Listing Regulations;
    b) annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of the Regulation 32(7A) of the SEBI Listing Regulations.
- Quarterly statement of variation for public issue, rights issue and preferential issue indicating category wise variation (capital expenditure, sales and marketing, working capital etc.) between projected utilization of funds and the actual utilisation of funds, before the submission to stock exchange(s);
- To review compliance with the provisions of Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively; and
- Such information as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

The Committee relies on the expertise of Senior Management, the Chief Internal Auditor and Statutory Auditors, supplemented by external expertise as and when required, in carrying out its oversight responsibilities. Respective Company's officials are responsible for the preparation, presentation and integrity of the Company's financial statements, internal controls over financial reporting, and ensuring compliance with applicable accounting standards, laws and regulations.

Rajan Chhabra & Co., Chartered Accountants (FRN.009520N), being the Statutory Auditors of the Company is responsible for performing an independent audit of the financial statements and expressing an opinion on the conformity of those financial statements with the accounting principles generally accepted in India. The Audit Committee reviews the confirmation of independence made by the Auditors and also approves the fees paid to the Auditors by the Company.

Further, based on the recommendation of the Audit Committee, the Board, at its meeting held on January 31, 2026, has noted a formal communication framework between Those Charged with Governance and the Statutory Auditors, inter-alia to enable timely and effective two-way communication on audit scope, significant findings, if any, and auditor independence thereon.

(b) NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted a Nomination and Remuneration Committee ('NRC') and adopted terms of reference, detailed below, in accordance with the provisions of Section 178 of the Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations. The Nomination and Remuneration Committee met three (3) times during the financial year 2025-26 i.e. on June 28, 2025, October 11, 2025 and November 26, 2025 and the requisite quorum was present at all meetings. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on September 06, 2025.

The composition of the Nomination and Remuneration Committee as on March 31, 2026 and the details regarding Attendance of members of the Committee for aforesaid meetings, are given as under:

Name	Designation and Category	No. of Meetings Attended
Mr. Shishira Rudrappa	Chairperson (Independent Director, Non-Executive)	3
Mr. Pankaj Duhan	Member (Independent Director, Non-Executive)	0
Ms. Deepshikha Singla	Member (Independent Director, Non-Executive)	3

Terms of Reference for the Nomination and Remuneration Committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "**Board**" or "**Board of Directors**") a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    - (a) use the services of external agencies, if required;
    - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
    - (c) consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal basis evaluation of every director's performance (including Independent Director);
- Determining the Company's policy on remuneration for executive directors;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- Recommend to the board, all remuneration, in whatever form, payable to senior management; and
- Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations, Companies Act, 2013 and any other applicable law(s), as and when amended from time to time.
- The Nomination and Remuneration Committee, while formulating the policy, should ensure that-
    - (a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
    - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
    - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
    - (a) administering any existing and proposed employee stock option schemes formulated by the Company from time to time (the "**Plan**");
    - (b) determining the eligibility of employees to participate under the Plan;
    - (c) granting options to eligible employees and determining the date of grant;
    - (d) determining the number of options to be granted to an employee;
    - (e) determining the exercise price under the Plan; and
    - (f) construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.
- Carrying out any other activities as may be delegated by the Board of Directors of the Company, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Selection, Appointment and Tenure of Directors

The Nomination and Remuneration Committee facilitates the Board in identification and selection of the directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board. The directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law.

Procedure for Nomination and Appointment of Director

The NRC is responsible for developing competency requirements for the Board, based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The NRC is also responsible for reviewing the profile of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board.

Criteria for determining Qualifications, Positive Attributes and Independence of a Director

The NRC has formulated the criteria for determining qualifications, positive attributes and independence of Director(s) in terms of provisions of Section 178(3) of the Act and the SEBI Listing Regulations.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/she meets the criteria for Independence as laid down in the Section 149 of the Act read with Rules framed thereunder and the SEBI Listing Regulations.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the NRC considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behaviour, strong interpersonal and communication skills and soundness of judgement. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

Annual Performance Evaluation of the Board

Pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 17(10) of the Listing Regulations, an Annual Performance Evaluation of the Board, its committees and the individual Directors is to be carried out either by the Board or by the Nomination and Remuneration Committee ('NRC') or by an independent external agency and the Board is required to review its implementation and compliance. In view of the above, the Annual Performance Evaluation was undertaken by the Board.

The Board conducted an annual evaluation for evaluating its performance as well as that of its committees and individual Directors, including the Chairperson of the Board. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members. The criteria to evaluate the performance of the Board, Committees, Independent Directors and Non-Independent Directors, commonly & majorly were;

a) Composition, size, mix of skills, experience and capabilities required for the role;

b) Attendance and deliberation in the meetings;

c) Contribution / suggestions for effective functioning, development of strategy, board processes, conflict of interest, policies and others.

Performance of the Chairperson was evaluated by the Independent Directors after taking into account the views of Executive and Non-executive Directors, on the parameters such as Demonstration of effectiveness of leadership and ability to steer the Meetings, Impartiality, Commitment, Ability to keep shareholders' interests in mind, Quality of discussions at the Board meetings, Use of time and overall efficiency of Board meetings, etc.

Directors were evaluated individually by the Board of Directors (except the Director himself/herself) on the parameters such as his/ her preparedness at the meetings, Attendance at the meetings, Competency, Fulfilment of functions, Ability to function as a team, Initiative, Integrity, Participation in Committee and General Meetings, Ability to act objectively and constructively, Abuse of position, Quality of contributions at the meetings, application of knowledge and experience while considering the strategy, etc. Independent Directors were additionally evaluated for their performance and fulfilment of criteria of independence, balance of skills, knowledge, experience and their independent judgement and independence from the Management.

A Separate meeting of Independent Directors was also held to review the performance of Chairman of the Company/ Board and Non-Independent Directors and the board of directors as a whole. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company. Outcome of the meeting including evaluation was submitted to the Chairman of the Company.

Pecuniary relationship or transactions with the Company

During FY 2025-26, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, and reimbursement of expenses, incurred by them, if any, for the purpose of attending meetings of the Board/ Committees of the Board.

Criteria of making payments to Non-Executive Directors

The Nomination and Remuneration Policy, disclosing the criteria of making payments to directors, key managerial personnel and senior management personnel is placed on the Company's website at https://www.studds.com/Adminpanel/uploads/templates/Nomination-and-remuneration-policy.pdf

REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

i. Executive Directors:

The remuneration and commission is paid to the Managing Director/Whole-time Director/Executive Director is in accordance with the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and Schedule V and other applicable rules made thereunder and commensurate with industry standards and Board level positions held in similar sized companies and is in accordance with the terms of appointment approved by the Members, at the time of their appointment.

ii. Non-Executive Directors & Independent Directors:

The Non-Executive/ Independent Directors receive sitting fees for attending meetings of the Board or Committee thereof. Apart from sitting fee, they are entitled to receive reimbursement of expenses, if any for participation in the Board and other meeting.

Below are details of the remuneration for the financial year ended March 31, 2026. The Company did not advance any loans to any of its directors in the year under review:

Name of Director	Salary (Rs. in Mn.)	Perquisites, Other Benefits & Allowances (Rs. in Mn.)	Sitting Fees (Rs.in Mn.)	Commission (Rs. in Mn.)	Total (Rs.in Mn.)
Mr. Madhu Bhushan Khurana	9.02	9.97	-	9.00	27.99
Mr. Sidhartha Bhushan Khurana	9.02	9.26	-	9.00	27.28
Ms. Shilpa Arora	7.80	-	-	7.07	14.87
Ms. Deepshikha Singla	-	-	0.21	-	0.21
Mr. Pankaj Duhan	-	-	0.10	-	0.10
Mr. Shishira Rudrappa	-	-	0.29	-	0.29

Service Contract, Notice Period and Severance Fee of Executive Directors is as agreed by the Board, if any after consultation with respective director and as per their terms of appointment.

iii. Key Managerial Personnel (Other than Directors):

The Key Managerial Personnel of the Company is being paid remuneration as per the policies implemented by the Company from time to time. The remuneration and perquisites paid to the Key Managerial Personnel are disclosed in the financial statements of the Company.

Key Managerial Personnel (Other than Directors)

Name of KMP	Designation
Mr. Manish Mehta*	Chief Financial Officer
Ms. Asha Mittal	Company Secretary & Compliance Officer

** Mr. Manish Mehta stepped down from the position of Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company with effect from July 01, 2026. Consequently, Mr. Bharat Goyal was appointed as the Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company with effect from the same date.*

The appointment and remuneration paid is as per the Nomination and Remuneration Policy of the Company.

iv. Stock Option details:

During the year, the Company has neither issued any stock options nor implemented any scheme or any policy on issuance of stock options.

However, the Board of Directors at its meeting held on May 23, 2026 approved Studds Accessories Limited Employee Stock Option Scheme 2026 for the grant of stock options to Eligible Employees of Studds Accessories Limited including its Subsidiary Company(ies), in India or outside India, in accordance with Section 62(1)(b) of the Companies Act, 2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws, subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company and such other regulatory / statutory approvals as may be necessary.

(c) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has duly constituted Corporate Social Responsibility ("CSR") Committee in accordance with the provisions of Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, ("CSR Rules") of the Companies Act, 2013.

The Corporate Social Responsibility Committee met two (2) times during the financial year ended March 31, 2026, i.e. on June 28, 2025, and January 31, 2026 and the necessary quorum was present at all the meetings.

The Composition of the Corporate Social Responsibility Committee as on March 31, 2026 and details regarding Attendance of members of the Committee for aforesaid meetings, are given as under:

Name	Designation and Category	No. of Meetings Attended
Mr. Madhu Bhushan Khurana	Chairperson (Chairman and Managing Director, Executive)	2
Mr. Sidhartha Bhushan Khurana	Member (Managing Director, Executive)	2
Ms. Shilpa Arora	Member (Whole-time Director, Executive)	2
Ms. Deepshikha Singla	Member (Independent Director, Non-Executive)	1

Terms of Reference for Corporate Social Responsibility Committee:

(a) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, and the rules made thereunder, each as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

(b) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

(c) monitor the Corporate Social Responsibility Policy of the Company from time to time, as and when required;

(d) identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

(e) the Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

   (i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;

   (ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act, 2013;

   (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

   (iv) monitoring and reporting mechanism for the projects or programmes; and

   (v) details of need and impact assessment, if any, for the projects undertaken by the Company.

   Provided that the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect;

(f) to review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(g) to take note of the compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company; and

(h) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law(s), as and when amended from time to time.

(d) STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has a duly constituted Stakeholders' Relationship Committee ('SRC') and adopted the terms of reference in accordance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations.The SRC shall, inter-alia, specifically look into the redressal of all security holders' and investors' complaints and shall have the powers to seek all information from, and inspect records of, the Company relating to security holder and investor complaints and oversee investor grievances on matters relating to transfer/ transmission of shares, issue of duplicate share certificates, dematerialization of shares, Investor Education and Protection Fund ('IEPF') and related matters.

The Stakeholders' Relationship Committee met two (2) times during the financial year ended March 31, 2026, i.e. June 28, 2025 and November 26, 2025 and the necessary quorum was present at the meetings. The Chairman of the Stakeholders' Relationship Committee was present at the last Annual General Meeting of the Company held on September 06, 2025.

The composition of the Stakeholders' Relationship Committee as on March 31, 2026 and details regarding Attendance of members of the Committee for aforesaid meetings, are given as under:

Name	Designation	No. of Meetings Attended
Mr. Shishira Rudrappa	Chairperson (Independent Director, Non-Executive)	2
Mr. Madhu Bhushan Khurana	Member (Chairman and Managing Director, Executive)	2
Mr. Sidhartha Bhushan Khurana	Member (Managing Director, Executive)	2
Mr. Pankaj Duhan	Member (Independent Director, Non-Executive)	0

Terms of Reference for Stakeholders Relationship Committee:

- considering and looking into various aspects of interest of shareholders, debenture holders and other security holders, if any;
- resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.;
- review of measures taken for effective exercise of voting rights by shareholders;
- review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;
- review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, 2013 or the SEBI Listing Regulations or any other applicable law(s), as and when amended from time to time.

Investor Grievance Redressal

Complaints or queries relating to the shares can be forwarded to the Company's Registrar and Share Transfer Agents ('RTA'), MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), at investor.helpdesk@in.mpms.mufg.com. The Company maintains continuous interaction with the RTA and takes proactive steps and actions for resolving complaints/queries of the shareholders/ investors and also takes initiatives for solving critical issues. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action. Further, Investors' complaints attended and resolved during FY26:

Investors' complaints	Attended/ resolved during the year
Pending at the beginning of the year	0
Received during the year	143
Disposed of during the year	143
Pending at the end of the year	0

Name, designation, and address of the Nodal and Compliance officer

NODAL OFFICER	COMPLIANCE OFFICER
Mr. Sidhartha Bhushan Khurana Managing Director, is the Nodal Officer.	**Ms. Asha Mittal** Company Secretary, is the Compliance Officer.
Contact details: 918, Sector-68, IMT, Faridabad, Haryana, 121004 (INDIA);	Contact details: 918, Sector-68, IMT, Faridabad, Haryana, 121004 (INDIA);
Tel: 0129-4296500;	Tel: 0129-4296500;
Email: secretarial@studds.com	Email: secretarial@studds.com

(e) RISK MANAGEMENT COMMITTEE

The Company has duly constituted the risk management committee as per Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations to frame, implement and monitor the Risk Management Plan for the company. The Committee is responsible for monitoring and reviewing the risk management plan and policy and ensuring its effectiveness. The Company has a Risk Management Policy in accordance with the provisions of the Act and SEBI Listing Regulations.

The Risk Management Committee met two (2) times during the financial year ended March 31, 2026, i.e. June 28, 2025 and November 03, 2025 and the requisite quorum was present at all meetings. The maximum gap between any two consecutive meetings did not exceed two hundred and ten days.

The composition of the Risk Management Committee as on March 31, 2026 and details regarding Attendance of members of the Committee for aforesaid meetings, are given as under:

Name	Designation	No. of Meetings Attended
Mr. Sidhartha Bhushan Khurana	Chairperson (Managing Director, Executive)	2
Ms. Shilpa Arora	Member (Whole-time Director, Executive)	2
Mr. Pankaj Duhan	Member (Independent Director, Non-Executive)	1

Terms of Reference for Risk Management Committee:

- Review, assess and formulate the risk management system and policy of the Company from time to time and recommend for an amendment or modification thereof, which shall include:
  - (a) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
  - (b) measures for risk mitigation including systems and processes for internal control of identified risks; and
  - (c) business continuity plan;
- Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;
- To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;
- To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;
- To review the status of the compliance, regulatory reviews and business practice reviews;
- To approve the process for risk identification and mitigation;
- To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;
- To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;
- To approve major decisions affecting the risk profile or exposure and give appropriate directions;
- To consider the effectiveness of decision making process in crisis and emergency situations;
- To balance risks and opportunities;
- To generally, assist the Board in the execution of its responsibility for the governance of risk;
- Keep the Board of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;
- Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board; and
- Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **Powers:**

  The Committee have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Other Committees

During the year, the IPO Committee has met three (3) times during the financial year ended March 31, 2026, i.e. on October 25, 2025, October 29, 2025 and November 04, 2025 and the Committee of Independent Directors met once on October 25, 2025, for the purpose of issue of initial public offer and listing thereon of equity shares of the company.

However, both committees stand dissolved vide Board resolution dated November 26, 2025. Since these are non-statutory committees, their terms of reference and other details have not been disclosed in this report.

5. PARTICULARS OF SENIOR MANAGEMENT PERSONNEL (SMP) INCLUDING CHANGES, IF ANY:

The Senior Management Personnel ('SMPs') of the Company as on date of this report including any changes since last identified:

Sl. No	Name	Designation
1.	Mr. Manish Mehta*	Chief Financial Officer
2.	Ms. Asha Mittal	Company Secretary and Compliance Officer
3.	Mr. Varun Chopra	Vice President- Information Technology & Electronics
4.	Mr. Anshul Dua	Assistant Vice President – Manufacturing
5.	Mr. Aditya Verma	General Manager –Sales and Marketing
6.	Ms. Jyoti Puri	Deputy General Manager- Human Resource
7.	Ms. Shilpi Bhatnagar	Assistant General Manager - Purchase

* Change in designation of Mr. Manish Mehta from the position of Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company to Vice President- Taxation & Compliance in the category of Senior Management of the Company, with effect from July 01, 2026. Consequent to this change, Mr. Manish Mehta has ceased from the position of the CFO and KMP of the Company and Mr. Bharat Goyal appointed as the Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company with effect from the same date, as approved by the Board in their meeting dated May 23, 2026.

6. GENERAL BODY MEETINGS

Particulars of past three Annual General Meeting (AGM)/ Extra-Ordinary General Meeting (EGM)

Year	Date, time and venue	Special Resolution(s) Passed
Annual General Meeting ('AGM')		
2024-25 **43rd AGM**	**September 06, 2025 at 04:00 P.M. (IST) Through Video Conferencing** The Deemed Venue was the Registered Office of the Company- Plot No. 918, Sector 68, IMT, Faridabad-121004, Haryana.	• Re-appointment of Mr. Madhu Bhushan Khurana (DIN: 00172770) who retires by rotation and who has attained the age of seventy years, and being eligible, offers himself for re-appointment. • Approval for continuation of payment of remuneration to executive directors who are promoters of the Company in excess of the threshold limit as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2023-24 **42nd AGM**	**September 30, 2024 at 2.00 P.M. (IST) Through Video Conferencing** The Deemed Venue was the Registered Office of the Company- Plot No. 918, Sector 68, IMT, Faridabad-121004, Haryana.	• 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. • Revision in the terms of remuneration of Mr. Sidhartha Bhushan Khurana (DIN: 00172788), Managing Director of the Company.
2022-23 **41st AGM**	**September 29, 2023 at 4.00 P.M. (IST) Through Video Conferencing** The Deemed Venue was the Registered Office of the Company- Plot No. 918, Sector 68, IMT, Faridabad-121004, Haryana.	• NIL
Extra-Ordinary General Meeting	During the past three years an Extra-Ordinary General Meeting held on December 17, 2024 at 4:00 P.M. (IST) through Video Conferencing. The Deemed Venue was the Registered Office of the Company- Plot No. 918, Sector 68, IMT, Faridabad-121004, Haryana.	• Appointment of Ms. Deepshikha Singla as a Non-Executive & Independent Director for a term of five consecutive years w.e.f. 15th November, 2024 to 14th November, 2029. • Appointment of Mr. Shishira Rudrappa as a Non-Executive & Independent Director for a term of five consecutive years w.e.f. 15th November, 2024 to 14th November, 2029. • Foreign Investment Limits for Non-resident Indians and Overseas Citizens of India • Re-appointment of Mr. Madhu Bhushan Khurana (DIN: 00172770) as a Chairman and Managing Director of the Company.

All resolutions proposed by the Board have been passed with requisite majority of shareholders.

7. POSTAL BALLOT

During FY 2026, the Company had not sought approval of the members through postal ballot.

No Special Resolution is proposed to be passed through Postal Ballot as on the date of this report.

8. MEANS OF COMMUNICATION

The Company ensures timely disclosure of all corporate financial information and other details relevant to the members of the Company.

- **Publication of financial results:**

During the Financial Year, Company's Financial Results were published in Financial Express (English)- All India edition and Jansatta (Hindi)- Delhi Edition along with the Quick Response code and the weblink where such financial results are available and can be accessed by the investors. Also, the results were filed with the Stock Exchanges and uploaded on the website of the Company. i.e. https://www.studds.com/investor-relations/financials

- **Website:**

The Company's website provides a comprehensive reference on its leadership, management, vision, policies, corporate governance, sustainability and investor relations. The Members can access the details of the Board, the Committees, Policies, details of unclaimed dividend and shares transferred/liable to be transferred to IEPF, downloadable forms for raising request as may be required by the Members, up-to-date financial results, annual reports, shareholding patterns, official news releases, presentation made to the institutional investors and other general information about the Company are available on the Company's website at www.studds.com

- **News releases, presentations to Institutional Investors or to the Analysts:**

The Company hosts calls or meetings with institutional investors as and when required or on request. Post the quarterly results, an analyst meet/call is organized which provides a platform for the Management to answer questions and provide clarifications to investors and analysts. Official news releases, press releases and presentation to institutional investors and analysts, transcript and audio of quarterly earnings/investors calls are filed to stock exchanges and uploaded on the Company's website i.e. https://www.studds.com/investor-relations/investor-analyst-meetings.

- **NSE Electronic Application Processing System (NEAPS)/ BSE Corporate Compliance & Listing Centre:**

The NEAPS/ BSE Listing Centre is a web-based application designed for corporates. All periodical compliance fillings, like shareholding pattern, integrated governance report, financial results, media releases, material information and other reports/intimations required under the SEBI Listing Regulations are also filed electronically on the designated portals.

- **Annual Report:**

The information regarding the performance of the Company is shared with the shareholders vide the Annual Report.

Email/ Letters to shareholders

The Company maintains regular and transparent communication with its shareholders through emails and letters correspondence, providing timely information on significant matters and regulatory developments. Such communications include declarations of dividends, intimation of record dates and book closure dates, reminders for updating PAN, email addresses, mobile numbers, bank account details, and nomination information to ensure seamless investor services and regulatory compliance. The Company had during FY2025-26 sent communications including, by email to those shareholders whose email addresses were registered with the Company/Depositories. Company encourages Members to register their email address with their Depository Participant or the Company, to receive soft copies of the Annual Report, Notices and other information disseminated by the Company, without any delay.

9. GENERAL SHAREHOLDER INFORMATION

i. 44th Annual General Meeting:

Day	Saturday
Date	September 5, 2026
Time	4:00 P.M (IST)
Venue	Through Video Conferencing /Other Audio Visual Means pursuant to, inter-alia, the latest MCA Circular No. 03/2025 dated September 22, 2025 and the relevant circulars issued by the Securities and Exchange Board of India. The deemed venue of the AGM shall be the registered office of the company.

For details, please refer to the Notice of the AGM.

ii. Financial Year:

The company's accounting year comprises 12 months from April 01 to March 31.

iii. Record Date: Saturday, 29th day of August, 2026.

iv. Dividend Payment Date: within the stipulated time, i.e., 30 days from the date of approval of shareholders in ensuing AGM. The Board of Directors has recommended a dividend of Rs. 3/- (Rupees Three only) per equity share of face value Rs. 5/- each (60% of face value), subject to approval of shareholders at the ensuing Annual General Meeting.

v. Listing on Stock Exchange:

On November 07, 2025, the equity shares of the Company of the face value of Rs. 5/- each (fully paid) got listed on the following Stock Exchanges:

Equity Shares	Stock Code/ Symbol
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400 001 Website: www.bseindia.com	544599
National Stock Exchange of India Limited (NSE), Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Website: www.nseindia.com	STUDDS

vi. Payment of Listing Fees/Annual Custody/Issuer Fee:

The Company has paid the listing fee to BSE and NSE and has also paid annual custody fee to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for FY 2026-27.

vii. Suspension from trading:

The trading in the securities of the Company was not suspended during the year under review on any of the exchange.

viii. Share Transfer Systems:

The Company's equity shares which are in dematerialized (Demat) form are transferable through the depository system with no involvement of the Company.

In terms of the SEBI Listing Regulations and notifications/ circulars/ guidelines issued by SEBI from time to time, transfer, transmission and transposition of equity shares of the Company shall be effected only in dematerialised form. The Shareholders holding shares in physical form are advised to avail the facility of dematerialization.

Further, SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, mandated all the listed companies to issue securities in dematerialized form only, while processing the service request for issue of duplicate securities certificates, claim from Unclaimed Suspense Account, transmission and transposition, etc.

In accordance with SEBI guidelines and notifications issued from time to time, the Registrar and Share Transfer Agent of the Company or Company has responded or processed all valid requests, such as regarding duplicate share certificates, revalidation of warrants, transfer of securities and payment of unclaimed dividends, etc. within the stipulated timeframe. Trading in equity shares of the Company is permitted only in dematerialized form.

SCORES: A centralised web-based complaints redress system 'SCORES' which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports by the concerned companies and online viewing by the investors of actions taken on complaints and its current status.

Online Dispute Resolution (ODR): Pursuant to the framework prescribed by the Securities and Exchange Board of India (SEBI), the Company facilitates resolution of investor disputes through the Online Dispute Resolution (ODR) mechanism. Investors may avail the ODR facility for resolution of disputes, in accordance with the process laid down by SEBI from time to time. The Company extends full cooperation for timely resolution of investor disputes through the ODR mechanism. During the year under review, there is no such case.

ix. Registrar and Share Transfer Agent:

The Company has appointed MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (hereinafter to be referred as 'MUFG') as its Registrar and Share Transfer Agent. Members are requested to correspond with the Company's RTA quoting their Folio No./DP ID & Client ID at the following addresses:

1. For dematerialization, transmission or transposition or any service requests, delivery and correspondence: MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), CIN:U67190MH1999PTC118368, Unit: Studds Accessories Limited, Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi – 110058; Tel: +91 011 49411000, e-mail: investor.helpdesk@in.mpms.mufg.com; website: https://in.mpms.mufg.com/.

2. For the convenience of investors based in the following cities, transfer documents and letters will also be accepted at the following branches/agencies of MUFG Intime India Private Limited:

PLACE	ADDRESS
Kolkata	Rasoi Court, 5th Floor, 20, Sir R.N. Mukherjee Road, Kolkata – 700001; Tel: +91 033 - 69066200
Coimbatore	Surya 35, Mayflower Avenue, Behind Senthil Nagar Sowripalayam Road, Coimbatore- 641028; Tel: +91 0422-2314792 / 4958995/ 2539835/36
Mumbai	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra – 400083; Tel: +91 810 811 8484
Pune	Block No. 202. 2nd Floor, Akshay Complex, Near Ganesh Temple, Off. Dhole Patil Road, Pune – 411001; Tel: +91 020 - 4601 4473
Vadodara	"Geetakunj", 1, Bhakti Nagar Society, Behind Abs Tower, Old Padra Road Vadodara – 390015; Tel: +91 0265 - 3566 768
Ahmedabad	5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), Nr. St. Xavier's College Corner, Off. C.G. Road, Ellis bridge Ahmedabad – 380006; Tel: +91 079 26465179

x. Distribution of Equity Shareholding as on March 31, 2026:

S. NO.	RANGE OF SHARES			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1	to	500	74058	98.382	3020470	7.675
2	501	to	1000	536	0.712	405323	1.030
3	1001	to	2000	266	0.353	431332	1.096
4	2001	to	3000	73	0.097	189221	0.481
5	3001	to	4000	67	0.089	249530	0.634
6	4001	to	5000	25	0.033	116520	0.296
7	5001	to	10000	76	0.101	591441	1.503
8	10001	to	**********	175	0.233	34349563	87.285
Total				**75276**	**100**	**39353400**	**100**

xi. Dematerialization of Shares and liquidity:

The Company has obtained electronic connectivity of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate the members to hold their shares in demat mode in the year 2018. The International Securities Identification Number (ISIN) allotted to Company's equity shares under the Depository System is 'INE00Q601028'. As on March 31, 2026, 99.70% Equity shares were in dematerialized form and the remaining in the physical form as detailed below:

S. No	Particulars	No. of Shares
1	Dematerialised Shares	39236200
2	Physical Shares	117200
	Total	39353400

The Company's equity shares are frequently traded, thus maintaining liquidity, at the BSE Limited and National Stock Exchange of India Limited.

xii. Statement showing shareholding pattern as on March 31, 2026:

Category of shareholders	No. of shares	% of share holding
Promoter & Promoter group	24302320	61.75
Mutual Fund	3163692	8.04
Alternate Investment Funds	570808	1.45
Foreign Portfolio Investors	422769	1.07
Insurance Companies	42738	0.11
Body Corporate - LLP	6169	0.02
Other Body Corporate	500180	1.27
HUF	309018	0.79
Non-Resident Indians	188839	0.48
Escrow Account	133400	0.34
Investor Education and Protection Fund (IEPF)	81000	0.2
Public	9632467	24.48
TOTAL	39353400	100

xiii. Top ten equity shareholders of the Company as on March 31, 2026:

S. No.	Name of Shareholders	No. of Shares	Percentage
1	Sidhartha Bhushan Khurana	11709360	29.7544
2	Madhu Bhushan Khurana	11135560	28.2963
3	ICICI Prudential-Mutual Fund	1675799	4.2583
4	Chand Khurana	1187400	3.0173
5	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	556582	1.4143
6	Sanjay Leekha	552000	1.4027
7	Kedaara Capital Public Markets Fund I	465589	1.1831
8	HDFC Mutual Fund	455056	1.1563
9	Edelweiss Trusteeship Co Ltd AC - Edelweiss MF AC- Edelweiss Recently Listed Ipo Fund	276600	0.7029
10	Charu Leekha	249600	0.6343
	Total	**28263546**	**71.8198**

**Shareholding is consolidated based on the Permanent Account Number of the shareholder.*

xiv. Outstanding GDRS / ADRS / WARRANTS or any Convertible Instruments:

As of date, the Company has not issued GDRs / ADRs/ Warrants or any convertible instruments.

xv. Commodity price risk or Foreign Exchange risk and hedging activities:

A. Commodity Price Risk

Your Company is exposed to commodity price risk primarily on account of key raw materials used in helmet manufacturing, primarily Acrylonitrile Butadiene Styrene (ABS), Polycarbonate (PC) and other polymer-based granules (EPS and PPCP), being the major inputs in helmet manufacturing, the prices of which are linked to crude oil and international petrochemical cycles. Other inputs (paints, chemicals, fabric, bought-out components and packing material) are converted/manufactured products sourced from vendors and are not commodities with internationally benchmarked pricing; accordingly, they are not included in the disclosure below.

(a) Total exposure to commodities: Rs. 965.43 million.

(b) Exposure to individual commodities:

Commodity Name	Exposure in INR towards commodity (Rs. in Mn)	Exposure in Quantity (MT)	% of exposure hedged through commodity derivatives				
			Domestic Market OTC	Domestic Market Exchange	International Market OTC	International Market Exchange	Total
Styrene & polymer-based granules (ABS, Polycarbonate, EPS and PPCP)	965.43	6,993.22 MT	Nil	Nil	Nil	Nil	Nil
Total	**965.43**	**6,993.22 MT**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

- Above values are estimates and exposure given above is relating to direct materials only. Packaging material (approximately 12.5% of total raw material and packing material purchases) and other bought-out/converted inputs are excluded from this disclosure as they are not commodities with internationally benchmarked pricing.

(c) Commodity risks faced and mitigation measures:

During the year under review, prices of ABS, Polycarbonate and other polymer-based granules witnessed volatility primarily driven by fluctuations in global crude oil prices and international petrochemical cycles. Commodity price risk is managed through multi-vendor development and generally monthly rate evaluations with key suppliers, continuous monitoring of input price indices, value engineering and material substitution, and selective revision of product prices where required. The Company does not use commodity derivative instruments to hedge this exposure.

B. Foreign Exchange Risk

Your Company is exposed to foreign exchange risk arising from its import of raw materials and components and export of finished goods. During the year under review, the total foreign exchange outflow on account of imports was Rs. 578.46 million and the total foreign exchange inflow on account of exports was Rs. 1,112.06 million. The Company does not use any derivative instruments or hedging products to hedge its foreign exchange exposure. Foreign exchange risk is managed through natural balancing of import and export flows to the extent possible, and through regular monitoring of currency movements. The details of foreign currency exposures (unhedged) as at March 31, 2026 are disclosed in Note No. 41 to the Financial Statements.

xvi. Credit Ratings:

During the year following Ratings were awarded by CARE Ratings Limited as below.

Particular	Rating	Reaffirmed/Assigned
Long term rating (Long term bank facilities)	CARE A+; Stable (Single A Plus; Outlook: Stable)	Reaffirmed and withdrawn
Short term rating (Short term bank facilities)	CARE A1+ (A One Plus)	Reaffirmed and withdrawn

The Company has voluntarily requested for withdrawal of the aforesaid credit ratings. Accordingly, at the request of the Company, the ratings assigned by CARE Ratings Limited have been withdrawn, in accordance with CARE's policy on withdrawal of ratings, as communicated vide its press release dated April 02, 2026. The same was duly intimated by the Company to the Stock Exchanges.

xvii. Company Identification Number (CIN):

All the forms, returns, balance sheets and other documents filed with the Registrar of Companies (the 'ROC') are available for inspection at the official website of the Ministry of Corporate Affairs at www.mca.gov.in under the Corporate Identification Number (CIN): **L25208HR1983PLC015135**.

xviii. Address for Correspondence:

All shareholders' correspondence relating to share transfer/dematerialization of shares, payment of dividends, and any other queries about shares should be forwarded to MUFG Intime India Private Limited, the Registrar and Share

Transfer Agent of the Company, or to the Corporate Secretarial Department at the Registered Office/Corporate Office of the Company at the addresses mentioned below:

MUFG Intime India Private Limited	Asha Mittal
(Formerly Link Intime India Private Limited) Registered Office Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra – 400083, India; Correspondence Address: Noble Heights, 1st Floor, Plot No. NH-2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi – 110058, India Email: investor.helpdesk@in.mpms.mufg.com Telephone Number: 011 - 49411000	Company Secretary & Compliance Officer Registered and Corporate Office: Studds Accessories Limited CIN: L25208HR1983PLC015135 Plot No. 918, Sector-68, IMT, Faridabad, Haryana – 121004 Email – secretarial@studds.com Tel: 0129-4296500

xix. Manufacturing Facility

Manufacturing Facility 1	Plot no. 23/7, Main Mathura Road, Sector 59, Ballabgarh, Faridabad 121 004, Haryana, India
Manufacturing Facility 2	Plots 992 to 1023, Industrial Estate, Sector 58, Faridabad 121 004, Haryana, India
Manufacturing Facility 3	Industrial plot no. 918, Sector 68, Industrial Model Township, Faridabad 121 004, Haryana, India
Manufacturing Facility 4	Plot no. 48, Sector 68, Industrial Model Township, Faridabad 121 004, Haryana, India
Manufacturing Facility 5	Plot no. 927 Sector 68, Industrial Model Township, Faridabad 121 004, Haryana, India (under construction)

10. OTHER DISCLOSURES

i. Compliance and declaration on Code of Conduct:

In terms of Regulation 17(5) & 46(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has laid down and adopted a Code of Conduct for its Board of Directors and Senior Management Personnel, which is also disseminated on the Company's website https://www.studds.com/investor-relations/codes-and-policies.

Declaration signed by the Managing Director stating that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Board of Directors and Senior Management

The Board and Senior Management Personnel have affirmed their compliance with the Code of Conduct and a declaration to the effect signed by the Managing Director of the Company has been obtained and forms part of this Report.

ii. Details of Material Subsidiary Company:

In accordance with Regulation 16(1)(c) of the SEBI Listing Regulations, the Company has a policy for determining material subsidiaries. The policy is available on the website of the Company at the web-link https://www.studds.com/Adminpanel/uploads/templates/Policy-For-Determining-Material-Subsidiaries.pdf.

However, during the period under review and as on date of report, the Company does not have any material Subsidiary Company.

Details of Material Subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of statutory auditors of such subsidiaries

As per the provisions of Regulations 16 of the SEBI Listing Regulations, material subsidiaries shall mean a subsidiary whose turnover or net worth exceeds 10 percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year. The Company had no material subsidiaries during FY 2025-26, based on the turnover or net worth computed as per the Audited Financial Statements of the immediately preceding accounting year.

iii. Governance of Subsidiary Company (ies):

The details of any significant transaction and key transaction detail(s) and their financial statements, are shared with and reviewed by the Board of Directors and the Audit Committee, periodically. As of the date of this Annual Report, the Company has no material subsidiaries exceeding 10% of the consolidated net worth or turnover as per the SEBI Listing Regulations.

iv. Related Party Transactions:

All Related Parties Transactions (RPTs) including subsequent material modifications, if any are presented before the Audit Committee for review and approval. Prior omnibus approval of the Audit Committee is obtained on periodic basis for the transactions which are planned/ repetitive in nature. The statements giving details of all RPTs entered pursuant to omnibus approval so granted were presented before the Audit Committee on a quarterly basis for its review. All the RPTs under Ind AS-24 have been disclosed in Note No. 36 to the Financial Statements forming part of this report.

The Company's Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions is in accordance with the requirements of the Companies Act, 2013 and SEBI Listing Regulations and is available on the website of the company https://www.studds.com/Adminpanel/uploads/templates/Policy-on-Materiality-of-Related-Party-Transactions-&-Dealing.pdf.

The RPTs entered during the year, were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act read with the rules framed thereunder. Further, the Company did not enter any contracts or arrangements with related parties in terms of Section 188(1) of the Act which fall under material related party transactions and which are not in ordinary course of business and not at arm's length, during the year.

Details of transactions with related parties as specified in Indian Accounting Standards ('IND AS 24') have been reported in the Financial Statements. During the year under review, there was no transaction of a significant material nature with any of the related parties, which was considered to have potential conflict with the interests of the Company at large.

v. Details of Non- Compliance:

There was no instance of non-compliance by the Company on any matter related to capital market during the last three years. Accordingly, no penalty or strictures have been imposed on your Company by any Stock Exchanges or SEBI or any other statutory authority on matters related to capital market.

vi. Whistle Blower Policy/ Vigil Mechanism:

Pursuant to Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, the Company has established a vigil mechanism for directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The vigil mechanism provides a formal mechanism for all Directors and employees of the Company to approach the Management of the Company (Audit Committee in appropriate or exceptional cases) including multiple channels for reporting concerns including an option for escalation to the Chairperson of the Audit Committee of the Company. The Company has a vigil mechanism named Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud, abuse of position, mismanagement, etc. The Audit Committee is responsible for overseeing the functioning of the Vigil Mechanism and for ensuring that concerns reported are addressed in the manner and within the timelines. The Audit Committee periodically reviews the existence and functioning of the mechanism and no personnel have been denied access to the Audit committee. However, no such instance was reported during the year under review. The policy has also been displayed on the website of the Company at https://www.studds.com/Adminpanel/uploads/templates/Details-of-Establishment-of-Vigil-Mechanism%20-Whistleblower-Policy.pdf.

vii. Compliance of Mandatory and Non-Mandatory Requirements:

During the FY 2025-26, subsequent to the listing of the Company, the Company has complied with all the mandatory requirements relating to corporate governance as specified in Regulations 17 to 27, read with Regulation 46 and Schedule V of the SEBI Listing Regulations. In addition to the mandatory requirements, the Company has also adopted some of the following non-mandatory requirements i.e. Regulation 27(1) read with Part E of Schedule II of the Listing Regulations:

- **Modified opinion(s) in the audit reports**

  During the year under review, there was no modified audit opinion in the Auditors' Reports on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinions on its financial statements.

- **Reporting of Internal Auditors**

  In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed Deloitte as an Internal Auditor for the FY 2025-26. The Company presents the Internal Audit report before the Audit Committee who reviews the audit report and suggests necessary action wherever required and we also invite the auditors in the meeting of the Audit Committee of the Company, to ensure independence of the Internal Audit function.

- **Risk Management**

  The Company has a Risk Management Committee with the proper composition, roles and responsibilities as specified in Regulation 21 of the SEBI Listing Regulations.

viii. Prevention of Insider Trading Code:

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, ('SEBI PIT Regulations') the Board has formulated, approved and adopted a Code of Conduct to regulate, monitor and report trading by insiders ('Code of Conduct' or 'Policy') and Code for Fair Disclosure of Unpublished Price Sensitive Information. During the year, the Company has revised the Code for Fair Disclosure of Unpublished Price Sensitive Information and is available on the website of the company at https://www.studds.com/Adminpanel/uploads/templates/CODE-FOR-FAIR-DISCLOSURE-OF-UNPUBLISHED-PRICE-SENSITIVE-INFORMATION.pdf.

All Directors, employees and connected persons, including third parties such as auditors, consultants etc., who may have access to UPSI pertaining to the Company, are governed by the Code. The trading window is, inter-alia, closed during the period of declaration of financial results and occurrence of any material events, in accordance with the PIT Regulations and the Code. To reinforce adherence to the PIT Regulations, awareness sessions were organized and informative e-mails were circulated from time to time to Designated Persons to promote a strong compliance culture.

The Company has installed and is maintaining a Structured Digital Database (SDD) Software. SEBI PIT Regulations include the obligations and responsibilities of Designated Persons ('DPs'), to use and maintain the digital database for handling Unpublished Price Sensitive Information ('UPSI') for legitimate purposes within or outside the organisation.

Ms. Asha Mittal, Company Secretary, is designated as the Compliance Officer of the Company.

ix. List of Key Policies of STUDDS:

Information on the Company's website, regarding key codes and policies, adopted by the Company are available on the link https://www.studds.com/investor-relations/codes-and-policies

Sr. No.	Name of Policy
1	Documents Retention and Archival Policy
2	Code of Conduct for Board of Directors and Senior Management personnel
3	Policy for determination of Materiality of Events or Information for Disclosure
4	Corporate Social Responsibility Policy
5	Policy for Familiarisation Programme for Independent Directors
6	Succession Policy for Board and Senior Management
7	Policy on Board Diversity
8	Nomination and Remuneration Policy
9	Code for Fair Disclosure of Unpublished Price Sensitive Information
10	Policy on Materiality of Related Party Transactions & Dealing with Related Party Transactions
11	Dividend Distribution Policy
12	Policy For Determining Material Subsidiaries
13	Vigil Mechanism or Whistle Blower Policy

x. Details of Utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as Specified under Regulation 32(7A):

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the SEBI Listing Regulations.

xi. Recommendation by the Committee of the Board:

During the financial year 2025-26, the Board has accepted all the recommendations of its committees which were mandatorily required to be made.

xii. Consolidated fees paid to Statutory Auditors:

During the financial year under review, total consolidated fees for all services has been paid by the Company to the Statutory Auditors, Rajan Chhabra & Co., Chartered Accountants, and all the entities forming part of the same network, if any, aggregated to Rs. 4.71 million. This amount also includes fees paid in relation to services rendered in connection with the Initial Public Offer (IPO), which have been duly recovered from the IPO proceeds of the Company.

xiii. Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Please refer to the paragraph on Prevention of Sexual Harassment in the Board's Report for detailed analysis.

xiv. Disclosure on loans or advances by the Company or its Subsidiaries:

Except as disclosed elsewhere in the annual report, there have not been loans or advances extended by the Company or its subsidiaries, which bear resemblance to loans, to any firms or companies where the Directors of the Company hold an interest.

xv. Non-Compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Para C of Schedule V of Listing Regulations, with reasons thereof shall be disclosed: Not Applicable.

xvi. CEO/CFO Certification:

The 'Managing Director (MD)' & 'Chief Financial Officer (CFO)' have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) read with Part B of Schedule II of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and the said certificate forms part of this Report.

xvii. Compliance certificate on Corporate Governance:

Compliance certificate regarding compliance with conditions of corporate governance for FY 2025-26 forms part of the Annual Report.

xviii. Suspense Escrow Demat Account ('SEDA'):

Pursuant to Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable laws of the Companies Act, 2013, the shares cannot be issued and allotted in physical form and the companies shall issue the securities in dematerialized form only, while processing issuance of securities like in the year 2024-25, Company has issued Bonus Issue of Equity Shares in the ratio of 1:1 and allotment of such bonus shares were approved by the Board of Directors on January 11, 2025. In this regard, accordingly, shares have been credited to escrow account, separately opened for credit of bonus shares against shares held in physical form. As on March 31, 2026, the details of SEDA are as follows:

Particulars	No. of shareholders	No of shares
Aggregate number of shareholders and the outstanding shares in the SEDA as on April 1, 2025	14	161400
Shareholders who approached the Company for debit/transfer of shares from SEDA during the year	(3)	(28000)
Shareholders to whom shares were transferred from SEDA during the year	(3)	(28000)
Aggregate number of shareholders and the outstanding shares in SEDA as on March 31, 2026	11	133400

The voting rights on these shares which are in SEDA shall remain frozen till the rightful owner of such shares claims the shares.

xix. Disclosure of Agreements under Regulation 30 of the SEBI Listing Regulations:

The Company has not entered into any Agreement specified under Clause 5A of Para A of Part A of Schedule III of the SEBI Listing Regulations.

xx. Management Discussion and Analysis:

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V of the SEBI Listing Regulations, is presented in a separate section and forms part of the Annual Report.

xxi. Accounting Treatment:

There has been no material change in the accounting treatment and the Company has not adopted any accounting treatment which is different from the accounting standards prescribed under the Companies Act, 2013. The Financial Statements of the Company for FY 2025-26 have been prepared in accordance with the applicable accounting principles in India and the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Rules made thereunder.

xxii. Compliance:

The Company is in compliance with the disclosures required to be made under this report in accordance with Regulation 34(3) read together with Schedule V to the SEBI Listing Regulations.

For and on behalf of the Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN: 00172770
Faridabad, May 23, 2026

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

DECLARATION BY THE CEO UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with the Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Sidhartha Bhushan Khurana, Managing Director of the Company, hereby declares that the Board Members and the Senior Management Personnel of the Company have affirmed compliance to their Code of Conduct for Board of Directors and Senior Management Personnel, as applicable to them for the financial year ended March 31, 2026.

For and on behalf
Studds Accessories Limited

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Faridabad, May 23, 2026

CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

(Regulation 17(8) Read with Schedule II Part B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Board of Directors
Studds Accessories Limited
Plot No. 918, Sector-68, IMT,
Faridabad, Haryana – 121004

This is to certify that we, the undersigned, have reviewed the financial statements and the cash flow statement of Studds Accessories Limited ("the Company") for the year ended on 31 March, 2026 and that to the best of our knowledge and belief:

a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the FY 2025-26, which are fraudulent, illegal or violate the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee of deficiencies, if any, of which we are aware, in the design or operation of the Internal Control Systems and that we have taken the required steps to rectify these deficiencies.

We further certify that:-

a) There have been no significant changes in internal control over financial reporting during this year;

b) Significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of
Studds Accessories Limited

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788
Faridabad, May 23, 2026

Manish Mehta
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

To,
The Members
Studds Accessories Limited
Plot No. 918, Sector 68, IMT,
Faridabad, Haryana, India, 121004

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Studds Accessories Ltd bearing CIN: L25208HR1983PLC015135, having registered office at Plot No. 918, Sector 68, IMT, Faridabad, Haryana, India, 121004 (hereinafter referred to as 'the **Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, and based on the declarations received from the respective Directors, we hereby certify that as on Financial Year ended March 31, 2026 none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs ("**MCA**") or any such other Statutory Authority:

S. No.	Name of Director	Director Identification Number	Original date of appointment in the Company as per MCA Portal.
1.	Madhu Bhushan Khurana	00172770	February 03, 1983
2.	Sidhartha Bhushan Khurana	00172788	August 28, 1998
3.	Pankaj Duhan	08093989	April 09, 2018
4.	Shilpa Arora	10733950	August 24, 2024
5.	Shishira Rudrappa	01146470	November 15, 2024
6.	Deepshikha Singla	10805209	November 15, 2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 6689/2025

Shashikant Tiwari
Partner
Membership No. F11919
Certificate of Practice No. 13050
UDIN: F011919H000451303

Date: May 23, 2026
Place: Delhi

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members
STUDDS ACCESSORIES LIMITED
Plot No. 918, Sector 68, IMT,
Faridabad, Haryana, India, 121004

We have examined all the relevant records of **Studds Accessories Limited** ("the **Company**") for the purpose of certifying all the conditions and requirements of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the financial year ended **March 31, 2026*.** We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

On the basis of our examination of the records produced, explanations given to us and information furnished, we certify that the Company has generally complied with the conditions of the Corporate Governance as stipulated under Listing Regulations.

**During the financial year ended March 31, 2026, all the conditions and requirements of the corporate governance compliance under Listing Regulations were required to comply by the Company with effect from November 07, 2025. Since the Equity Shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited w.e.f November 07, 2025.*

For Chandrasekaran Associates
Company Secretaries
Firm Registration No.: P1988DE002500
Peer Review Certificate No.: 6689/2025

Shashikant Tiwari
Partner
Membership No. F11919
Certificate of Practice No. 13050
UDIN: F011919H000451347

Date: May 23, 2026
Place: Delhi

Standalone Financial Statements

Independent Auditor's Report

To the Members of

Studds Accessories Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Studds Accessories Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2026, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the year ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements. These matters were addressed in the context of our audit as a whole, and we do not provide a separate opinion on them.

Key Audit Matter	How our audit addressed the key audit matter
Revenue recognition relating to sale of products See Note 25 to the standalone financial statements. Revenue from sale of products is recognised when control of goods is transferred to customers in accordance with contract terms. Considering the volume of transactions and the cut-off risk around dispatch/delivery terms, discounts, rebates and returns, this matter was considered to be a key audit matter.	**Our audit procedures included:** • understood and tested relevant controls over revenue recognition; • tested samples of sales invoices, dispatch documents, customer orders/contracts and relevant approvals; • performed year-end cut-off testing for dispatches and returns; • evaluated discounts, rebates, returns and other variable consideration, where applicable; and • assessed the adequacy of related disclosures.
Valuation of inventories, including provision for slow-moving inventory See Note 9 to the standalone financial statements. Inventories are material and are measured at lower of cost and net realisable value. Management judgment is involved in identifying slow/non-moving inventories and estimating provision/reversal. During the year, the Company recognised provision of Rs. 2.17 million and reversed provision of Rs. 1.38 million, based on utilisation, salability and expected realisable value. Accordingly, this matter was considered to be a key audit matter.	**Our audit procedures included:** • understood and tested relevant controls over inventory valuation and provisioning; • tested ageing of inventories, on a sample basis, with inventory records; • evaluated management's basis for provision/reversal and net realisable value assessment; • checked subsequent consumption/sale of selected items; and • assessed the adequacy of related disclosures.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on 31 March 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

3. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/provided to any director is not in excess of the limits laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

4. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   a. The Company has disclosed the pending litigations on its financial position in its standalone financial statements - refer Note 37 (ii) to the standalone financial statements.

   b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

   d. (i) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the standalone financial statements, no funds have been advanced or loaned or invested, either from borrowed funds or share premium or any other sources or kind of funds, by the Company to or in any person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

d. (ii) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

d. (iii) Based on the audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clauses (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.

f. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31 March 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Rajan Chhabra & Co.
Chartered Accountants
Firm Registration Number: 009520N

CA Rajan Chhabra
Partner
Membership No.: 088276
UDIN: 26088276DHIWBH9318

Faridabad, May 23, 2026

Annexure A

On the Standalone Financial Statements of Studds Accessories Limited for the year ended 31 March 2026

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(i) (a) (B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, property, plant and equipment are physically verified by the Management under a regular programme of verification over a period of every three years. In accordance with the programme, physical verification of property, plant and equipment was carried out during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(i) (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all immovable properties disclosed in the standalone financial statements are held in the name of the Company, except for immovable properties where the Company is lessee and the lease agreements are duly executed in favour of the Company.

(i) (d) The Company has not revalued its property, plant and equipment, including right-of-use assets, or intangible assets during the year. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable.

(i) (e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the Company as at 31 March 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) (a) Physical verification of inventory has been conducted by the Management at reasonable intervals during the year. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management are appropriate. The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory and have been properly dealt with in the books of account.

(ii) (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks/financial institutions on the basis of security of current assets. As per the terms of sanction and according to the information and explanations given to us, no quarterly returns/ statements are required to be filed with such banks/ financial institutions during the year. Accordingly, the reporting requirement under clause 3(ii)(b) of the Order, regarding agreement of quarterly returns/ statements with the books of account, does not arise.

(iii) According to the information and explanations given to us, during the year the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. The Company has made further investment in its wholly owned subsidiary during the year. In our opinion and according to the information and explanations given to us, the investment made during the year is not prejudicial to the interest of the Company. Accordingly, reporting under clauses 3(iii)(a) and 3(iii)(c) to 3(iii)(f) of the Order, to the extent applicable to loans, advances in the nature of loans, guarantees and securities, is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and securities, as applicable.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, reporting under clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products/services of the Company. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, duty of customs, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

(vii) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues which have not been deposited on account of any dispute are as follows:

Name of statute	Nature of dues	Amount (Rs. in million)	Period to which the amount relates	Forum where dispute is pending
The Finance Act, 1994	Service Tax	3.17	March 2017 to June 2017	Joint Commissioner, GST, Faridabad
GST Act, 2017	GST	2.57	FY 2020-21	GST Authority, Faridabad
GST Act, 2017	GST	3.30	FY 2018-19	GST Authority, Faridabad
Income-tax Act, 1961	Income Tax	4.18	AY 2020-21	Income Tax Department

Apart from the above, according to the information and explanations given to us, there are no other material amounts of statutory dues which have not been deposited on account of disputes.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income-tax Act, 1961 during the year.

(ix) (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender during the year.

(ix) (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

(ix) (c) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.

(ix) (d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have not been used for long-term purposes by the Company.

(ix) (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(ix) (f) According to the information and explanations given to us and procedures performed by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures.

(x) (a) The equity shares of the Company were listed on the stock exchanges during the year pursuant to an initial public offering consisting entirely of an offer for sale by the existing shareholders. No funds were raised by the Company by way of fresh issue of equity shares or debt instruments during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

(x) (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures, fully, partly or optionally convertible, during the year and accordingly reporting under clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(xi) (b) According to the information and explanations given to us, no report under Section 143(12) of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to the date of this report.

(xi) (c) As represented to us by the Management, there were no whistle-blower complaints received by the Company during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, reporting under clause 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(xiv) (b) The reports of the Internal Auditors for the period under audit have been considered by us.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, reporting under clause 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), 3(xvi)(b), 3(xvi)(c) and 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses in the financial year or in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors' and Management's plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that any material uncertainty exists as on the date of this audit report that the Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the amount required to be spent towards Corporate Social Responsibility during the year and there are no unspent amounts requiring transfer to a Fund specified in Schedule VII of the Act or to a special account in compliance with Section 135(6) of the Act. Accordingly, no further reporting is required under clause 3(xx) of the Order.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment has been included in respect of this clause.

For Rajan Chhabra & Co.
Chartered Accountants
Firm Registration Number: 009520N

CA Rajan Chhabra
Partner
Membership No.: 088276

Faridabad, May 23, 2026

Annexure B

On the Standalone Financial Statements of Studds Accessories Limited for the year ended 31 March 2026

(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Act

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Studds Accessories Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that such internal financial controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Rajan Chhabra & Co.
Chartered Accountants
Firm Registration Number: 009520N

CA Rajan Chhabra
Partner
Membership No.: 088276

Faridabad, May 23, 2026

Standalone Balance Sheet

(Rs. in millions)

Particulars	Notes	As at 31st March, 2026	As at 31st March, 2025
ASSETS			
Non-Current Assets			
Property Plant & Equipment	3	3,267.22	3,259.07
Capital Work in Progress (Tangible)	4	529.45	253.22
Right of use Assets	5	37.30	54.51
Intangible Assets	6	24.72	24.10
Intangible Assets under development	7	45.88	35.15
Financial Assets	8		
(i) Non-Current Investments	(i)	43.18	25.70
(ii) Other Financial Assets	(ii)	238.74	32.14
Total Non-Current Assets		**4,186.49**	**3,683.89**
Current Assets			
Inventories	9	723.25	553.07
Financial Assets			
- Trade Receivables	10	441.97	440.09
- Cash & Cash Equivalents	11	702.74	386.11
- Other Bank Balances	12	142.62	332.04
- Other Financial Assets	13	5.51	2.91
Other Current Assets	14	158.12	144.42
Total Current Assets		**2,174.21**	**1,858.64**
Total Assets		**6,360.70**	**5,542.53**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	15	196.77	196.77
Other Equity	16	5,049.44	4,307.46
Total Equity		**5,246.21**	**4,504.23**
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
- Lease Liabilities	39	25.86	44.89
- Other Non-Current Financial Liabilities	17	28.95	29.86
Non-Current Provisions	18	48.89	50.69
Deferred Tax Liability (Net)	19(a)	198.10	183.47
Total Non-Current Liabilities		**301.80**	**308.91**
Current Liabilities			
Financial Liabilities			
- Lease Liabilities	39	19.03	16.38
- Trade Payables	20		
- Total outstanding dues of MSME		170.80	78.11
- Total outstanding dues of creditors other than MSME		312.94	240.27
- Other Current Financial Liabilities	21	115.21	159.68
Other Current Liabilities	22	124.27	143.80
Current Provisions	23	25.85	20.04
Current Tax Liabilities (Net)	24	44.59	71.11
Total Current Liabilities		**812.69**	**729.39**
Total Liabilities		**1,114.49**	**1,038.30**
Total Equity and Liabilities		**6,360.70**	**5,542.53**

See accompanying notes to financial statements

As per our report of even date attached

For Rajan Chhabra & Co.
Chartered Accountants
FRN: 009520N

CA Rajan Chhabra
Partner
M No. : 088276

Faridabad, May 23, 2026

For and on behalf of Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN:00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Manish Mehta
Chief Financial Officer

Asha Mittal
Company Secretary

Standalone Statement of Profit & Loss

(Rs. in millions)

Particulars	Notes	Year ended 31st March, 2026	Year ended 31st March, 2025
Revenue			
Revenue from Operations	25	6,301.85	5,825.59
Other Income	26	115.16	122.64
Total Income		**6,417.01**	**5,948.23**
Expenses			
Cost of Material Consumed		2,764.78	2,608.02
(Increase)/decrease in Inventories of Finished Goods and Work-in-Progress	27	(208.66)	(54.90)
Employee Benefit Expense	28	652.51	625.77
Finance Cost	29	7.40	11.65
Depreciation and Amortisation Expense	30	211.81	206.69
Other Expenses	31	1,857.96	1,589.94
Total Expenses		**5,285.80**	**4,987.17**
Profit before Tax		1,131.21	961.06
Tax Expense:	19(b)		
Current Tax		(274.59)	(235.11)
Deferred Tax		(13.68)	(18.15)
Tax relating to earlier periods		(5.41)	(0.02)
Total Tax Expense		**(293.68)**	**(253.28)**
Profit for the Year		837.53	707.78
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/(losses) on defined benefit plans		3.78	1.49
Tax Effect		(0.95)	(0.38)
Total other comprehensive income		2.83	1.11
Total Comprehensive Income for the year		**840.36**	**708.89**
Earnings per share (face value Rs. 5/-)*	32		
- Basic EPS (in Rs.)		21.28	17.99
- Diluted EPS (in Rs.)		21.28	17.99

See accompanying notes to financial statement

As per our report of even date attached

For Rajan Chhabra & Co.
Chartered Accountants
FRN: 009520N

CA Rajan Chhabra
Partner
M No. : 088276

Faridabad, May 23, 2026

For and on behalf of Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN:00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Manish Mehta
Chief Financial Officer

Asha Mittal
Company Secretary

Standalone Statement of Cash Flows

(Rs. in millions)

	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025
A	**Cash Flow from Operating Activities**		
	Profit before Tax	1,131.21	961.06
	Adjustments for:		
	Depreciation and Amortisation Expense	211.81	206.69
	Finance Cost	7.40	11.65
	Rent Income	(0.32)	(0.32)
	Interest Income	(57.66)	(50.85)
	(Profit)/loss on sale of Property, Plant and Equipment (net)	(1.14)	1.30
	Gain on termination of lease liability	-	(0.27)
	(Gain)/loss on Investments carried at Fair Value through Profit & Loss	(0.03)	0.03
	Re-measurement gains/(losses) on defined benefit plans	3.78	1.49
	Unrealised foreign exchange (gain) / loss (net)	(4.45)	(2.66)
	Operating Profit before Working Capital changes	**1,290.60**	**1,128.12**
	Working Capital Adjustments:		
	Movement in trade & other payables	82.33	30.34
	Movement in trade & other receivables	(15.07)	(186.19)
	Movement in inventories	(170.18)	(150.88)
	Cash Generated from Operations	**1,187.68**	**821.39**
	Direct Taxes Paid and Taxes earlier years	(306.52)	(185.54)
	Net Cash Flow from Operating Activities (A)	**881.16**	**635.85**
B	**Cash Flow from Investing Activities**		
	Purchases of PPE, Intangible Assets, CWIP & Capital Vendor	(470.41)	(421.40)
	Sale proceeds from sale of PPE & Intangible Assets	2.64	3.98
	Movement in Fixed deposits and earmarked bank balances	(15.08)	(97.33)
	Rent Received	0.32	0.32
	Investment in subsidiary	(17.45)	(25.61)
	Interest Received	57.66	50.85
	Net Cash Flow from Investing Activities (B)	**(442.32)**	**(489.19)**
C	**Cash Flow from Financing Activities**		
	Repayment from Borrowings	-	(6.13)
	Dividend	(98.43)	(78.60)
	Repayment of Lease Liabilities	(16.38)	(19.88)
	Interest Paid	(7.40)	(11.65)
	Net Cash Flow from Financing Activities (C)	**(122.21)**	**(116.26)**
	Net increase in Cash and Cash Equivalents (A+B+C)	**316.63**	**30.40**
	Cash and Cash Equivalent at the beginning of the year	**386.11**	**355.71**
	Cash and Cash Equivalent at the end of the year	**702.74**	386.11

Standalone Statement of Cash Flows (Contd.)

(Rs. in millions)

Particulars	As at 31st Mar, 2026	As at 31st March, 2025
Cash in hand	0.01	0.06
Balances with Bank	-	-
- in Deposit having remaining maturity for less than 3 months	672.30	363.00
- in Current accounts	30.43	23.05
Total	**702.74**	**386.11**

The above statement should be read together with significant accounting policies and notes to the Standalone financial statements.

(i) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) 7 "Statement of Cash Flow"

(ii) Cash and Cash Equivalents includes Bank Balances and Cash in hand as per Note No. 11

(iii) Figures in bracket represents cash outflow

As per our report of even date attached

For Rajan Chhabra & Co.
Chartered Accountants
FRN: 009520N

CA Rajan Chhabra
Partner
M No. : 088276

Faridabad, May 23, 2026

For and on behalf of Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN:00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Manish Mehta
Chief Financial Officer

Asha Mittal
Company Secretary

Statement of Changes in Equity

(I) EQUITY SHARE CAPITAL

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Equity shares of Rs. 5/- each		
Balance at the beginning of the year	196.77	98.38
Bonus shares issued during the year	-	98.38
Balance at the end of the year	**196.77**	**196.77**

(II) OTHER EQUITY

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
General Reserves		
Opening Balance	82.74	82.74
Addition:		
Transfer from retained earnings	-	-
Less:		
Dividend	-	-
Utilised during the year	-	-
Closing Balance	**82.74**	**82.74**
Retained Earnings		
Opening Balance	**4,224.72**	**3,692.92**
Addition:		
Profit for the year	837.53	707.78
Other Comprehensive Income (net of tax)	2.83	1.11
Less:		
Transfer to General Reserve	-	-
Dividend	(98.38)	(78.71)
On account of Issue of Bonus Shares	-	(98.38)
Closing Balance	**4,966.70**	**4,224.72**

Notes to Standalone Financial Information

1. Corporate Information

Our Company was incorporated as 'Studds Accessories Private Limited' on February 3, 1983, under the Companies Act 1956, at Haryana, India with a certificate of incorporation granted by the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"). Our Company became a deemed public limited company in terms of Section 43(A) of the Companies Act 1956 with effect from March 31, 1990, and the word 'private' was deleted from the name of our Company. Our Company subsequently got converted into a public limited company pursuant to a special resolution dated October 22, 1994, passed by the shareholders of our Company and our name was changed to 'Studds Accessories Limited'.

We design, manufacture, market and sell two-wheeler, bicycle helmets and other accessories (such as two-wheeler luggage, gloves, helmet locking device, rain suits, riding jacket and eye wear) under the 'STUDDS' and 'SMK' brands. Our products are sold pan-India and in more than 70 countries internationally, with our key export markets situated across Europe, Asia, United States of America, Australia, South America and Africa. We also manufacture helmets for Jay Squared LLC, which are sold under the "Daytona" brand in the United States, as well as for O'Neal under their branding, supplying to markets in Europe, United States of America and Australia.

During the year ended 31 March 2026, the equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited pursuant to an initial public offering comprising entirely an offer for sale by existing shareholders. No funds were raised by the Company by way of fresh issue of equity shares.

2. Basis for preparation

(a) Statement of Compliance and basis for preparation

The Standalone Financial Statements comprise the Standalone Balance Sheet as at 31 March 2026 and 31 March 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows, the Standalone Statement of Changes in Equity for the year ended 31 March 2026 and 31 March 2025, and notes to the standalone financial statements including material accounting policies (hereinafter collectively referred to as "Standalone Financial Statements").

These Standalone Financial Statements have been prepared as a going concern in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India. These Standalone Financial Statements have been approved by the Board of Directors on 23 May 2026.

The Standalone Financial Statements for the year ended 31 March 2026 include comparative figures for the year ended 31 March 2025 and have been prepared in accordance with the requirements of the Companies Act, 2013. The standalone annual financial results for the year ended 31 March 2026 have also been prepared in accordance with the recognition and measurement principles laid down in Ind AS and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The accounting policies have been consistently applied by the Company in preparation of the Standalone Financial Statements and are consistent with those adopted in the preparation of the standalone financial statements for the year ended 31 March 2025, except where a newly issued or amended accounting standard is initially adopted or a revision to an existing accounting policy is required by law or by Ind AS.

(b) Functional and presentation currency

These Standalone Financial Statements are presented in Indian Rupees (INR), which is the company's functional and presentation currency. All amounts have been rounded off to the nearest Million, up to two decimal places, unless otherwise indicated.

(c) Basis of measurement

These financial statements have been prepared on the historical cost basis, except for net defined benefit employee obligations which is measured at the present value of defined benefit obligation.

(d) Current versus non-current classification

The Company presents assets and liabilities in the Standalone statement of assets and liabilities based on current/ non-current classification.

- An asset is treated as current when it is: -
- expected to be realized or intended to be sold or consumed in the normal operating cycle, or
- held primarily for the purpose of trading, or
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalents, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- The Company classifies all other Assets as non-current.

Notes to Standalone Financial Information

- A liability is treated as current when it is: -
- expected to be settled in the normal operating cycle, or
- held primarily for the purpose of trading, or
- due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- The Company classifies all other liabilities as non-current.
- Deferred tax assets and liabilities are classified as non-current assets and liabilities.
- The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(e) Revenue Recognition

Revenue is recognised in accordance with Ind AS 115, Revenue from Contracts with Customers, when control of the goods is transferred to the customer and the Company has satisfied its performance obligations.

Revenue from the sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognized to the extent that it is highly probable a material reversal will not occur.

Our customers have the contractual right to return goods only when authorized by the Company. An estimate is made of goods that will be returned and a liability is recognized for this amount using a best estimate based on accumulated experience.

(i) Contract Balance

The Company recognizes contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities. Advance received from customer are included in contract liabilities.

(f) Other Income

Interest income is recognized using the effective interest rate (EIR) method.

Income from services rendered is recognized based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

(g) Expenditure

Expenses are accounted for on an accrual basis.

(h) Foreign Currency

Foreign currency transactions and balances are accounted for in accordance with Ind AS 21, The Effects of Changes in Foreign Exchange Rates.

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items is recognized in line with the gain or loss of the item that gave rise to the translation difference (translation differences on items whose gain or loss is recognized in Other Comprehensive Income or the Statement of Profit and Loss are also recognized in Other Comprehensive Income or the Statement of Profit and Loss respectively).

(i) Property, Plant and Equipment

Property, plant and equipment are recognised and measured in accordance with Ind AS 16, Property, Plant and Equipment.

Property, Plant and Equipment (PPE) are stated at cost of acquisition or construction, net of accumulated depreciation and accumulated impairment losses, if any. The cost of tangible asset includes purchase cost (net of

Notes to Standalone Financial Information

rebates and discounts) including any import duties and non-refundable taxes, and any directly attributable costs on making the asset ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. The other repairs and maintenance of revenue nature are charged to the Statement of Profit and Loss during the reporting period in which they have incurred.

Capital work in progress is stated at cost less impairment. Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Freehold land is not depreciated.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Depreciation is calculated using the straight-line method on a pro-rata basis from the date on which each asset is ready for its intended use to allocate their cost, net of their residual values, over their estimated useful lives. Depreciation is provided on estimated useful lives, as specified in Part "C" of the Schedule II of the Companies Act, 2013.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the financial year end and adjusted prospectively if appropriate.

Asset	Useful life as per Schedule II of the Companies Act, 2013 (No. of Years)	Useful life as assessed/ estimated by the Company (No. of Years)
Buildings	30	30
Plant and Machinery	15	15
Furniture and Fittings	10	10
Office Appliances	5	5
Computers	3	6
Vehicles	8	8

(j) Intangible Assets

Intangible assets are recognised and measured in accordance with Ind AS 38, Intangible Assets.

Intangible assets with definite useful life acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The Cost of Intangible assets are amortized on a straight-line basis over their estimated useful life which is as follows. Residual Value is considered as Nil in the below cases:

Nature of Assets	Estimated Useful Life
Computer software	6 years
Trademarks	Over the useful life of underlying assets
Technical Know-how	Over the useful life of underlying assets

The amortization period and method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the income statement when the asset is derecognized.

(k) Borrowing Costs

Borrowing costs are accounted for in accordance with Ind AS 23, Borrowing Costs.

Notes to Standalone Financial Information

Borrowing cost includes interest expense as per Effective Interest Rate (EIR).

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset until such time that the assets are substantially ready for their intended use. Where funds are borrowed specifically to finance a project, the amount capitalized represents the actual borrowing costs incurred. Where surplus funds are available out of money borrowed specifically to finance project, the income generated from such current investments is deducted from the total capitalized borrowing cost. Where the funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rates applicable to relevant general borrowings of the Company during the period/year. Capitalization of borrowing costs is suspended and charged to profit and loss during the extended periods when the active development on the qualifying assets is interrupted.

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of the financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instruments but does not consider the expected credit losses.

(l) Inventories

Inventories are valued in accordance with Ind AS 2, Inventories.

Inventories are valued at the lower of cost or net realizable value, less any provisions for obsolescence. Cost is determined on the following basis: -

Raw Materials are recorded at cost on a weighted average cost formula.

Stores & spares are recorded at cost on a weighted average cost formula.

Finished goods and work-in-process are valued at raw material cost + cost of conversion and attributable proportion of manufacturing overhead incurred in bringing inventories to its present location and condition.

Scrap is valued at net realizable value.

Machinery spares (other than those qualified to be capitalized as PPE and depreciated accordingly) are charged to profit and loss on consumption.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(m) Provisions and Contingencies

Provisions, contingent liabilities and contingent assets are accounted for and disclosed in accordance with Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets.

(i) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre- tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Where the Company expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognized when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement is treated as a separate asset.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

(ii) Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(iii) Contingent Assets

Contingent asset being a possible asset that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, is not recognized but disclosed in the financial statements.

Notes to Standalone Financial Information

(n) Employee Benefits

Employee benefits are accounted for in accordance with Ind AS 19, Employee Benefits.

(i) Short-Term Obligations

Liabilities for wages and salaries including non-monetary benefits that are expected to be settled within the operating cycle after the end of the period in which the employees render the related services are recognized in the period in which the related services are rendered and are measured at the undiscounted amount expected to be paid.

(ii) Other Long-Term Employee Benefit Obligations

Liabilities for leave encashment and compensated absences which are not expected to be settled wholly within the operating cycle after the end of the period in which the employees render the related service are measured at the present value of the estimated future cash outflows which are expected to be paid using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

(iii) Post-Employment Obligations

(iii) (a) Defined Benefit Plans

The Company has defined benefit plans namely gratuity for employees. The liability or asset recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in profit or loss.

Remeasurement of gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

(iii) (b) Defined Contribution Plans

The Company has defined contribution plans for post retirements benefits, namely, Employee Provident Fund Scheme administered through Provident Fund Commissioner. The Company's contribution is charged to revenue every year. The Company has no further payment obligations once the contributions have been paid. The Company's contribution to State Plans namely Employees' State Insurance Fund and Employees' Pension Scheme are charged to the Statement of Profit and Loss every year.

(o) Share-based Payments

As at 31 March 2026, the Company did not have any employee stock option plan or other share-based payment arrangement granted or outstanding. Accordingly, Ind AS 102, Share-based Payment, is not applicable for recognition or measurement in these financial statements.

(p) Cash and Cash Equivalents

Cash flows and cash and cash equivalents are presented in accordance with Ind AS 7, Statement of Cash Flows.

Cash and cash equivalent in the balance sheet comprise of cash at banks and on hand and deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

(q) Taxes

Current tax and deferred tax are accounted for in accordance with Ind AS 12, Income Taxes.

Taxes comprise of current income tax and deferred tax.

(i) Current Income Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Notes to Standalone Financial Information

(ii) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and tax losses incurred to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(iii) Current and deferred tax for the year

Current and deferred tax are recognized in statement of profit & loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the income taxes are also recognized in other comprehensive income or directly in equity respectively.

(iv) Offsetting

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

(r) Leases

Leases are accounted for in accordance with Ind AS 116, Leases.

The Company's lease asset classes primarily consist of leases for Building & Warehousing facilities. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset
- The Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- The Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. These short-term and leases of low value assets, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Notes to Standalone Financial Information

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(s) Impairment of Non-Financial Assets

Impairment of non-financial assets is assessed and recognised in accordance with Ind AS 36, Impairment of Assets.

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an assets or cash-generating units (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such an indication exists, the Company estimates the assets or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(t) Fair Value Measurement

Fair value measurement and related disclosures are made in accordance with Ind AS 113, Fair Value Measurement.

The Company measures certain financial instruments at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1 —** Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- **Level 2 —** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- **Level 3 —** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the Standalone financial statements on recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is material to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of

Notes to Standalone Financial Information

the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(i) Investments in Subsidiaries

Investments in subsidiaries are accounted for in accordance with Ind AS 27, Separate Financial Statements.

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any, in accordance with Ind AS 27 - Separate Financial Statements. The carrying amount of such investments is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the investment is estimated and an impairment loss is recognised in the Statement of Profit and Loss to the extent the carrying amount exceeds the recoverable amount.

(u) Financial Instruments

Financial assets and financial liabilities are recognised and measured in accordance with Ind AS 109, Financial Instruments.

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

(i) Financial Assets

(i) (a) Initial recognition and measurement

All financial assets (other than equity investment in subsidiaries) are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

(i) (b) Subsequent measurement

All recognized financial assets are subsequently measured in their entirety at either amortized cost using the effective interest method or fair value, depending on the classification of the financial assets.

(i) (c) Classification of Financial Assets

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

A financial asset that meets the following two conditions is measured at amortized cost unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test: the objective of the Company's business model is to hold the financial asset to collect the contractual cash flows.
- Cash flow characteristic test: the contractual term of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option:

- The business model test: the financial asset is held within a business model whose objective is achieved by both collecting cash flows and selling financial assets.
- Cash flow characteristic test: the contractual term of the financial asset gives rise on specified dates to cash flows

Notes to Standalone Financial Information

that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit or loss.

Equity investment in Other Entities at fair value through Profit or loss (FVTPL)

Investment in equity instrument of other than subsidiaries, joint ventures and associates are classified at fair value through profit or loss, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets that do not meet the amortized cost criteria or fair value through other comprehensive income criteria are measured at fair value through profit or loss. A financial asset that meets the amortized cost criteria or fair value through Other comprehensive income criteria may be designated as at fair value through profit or loss upon initial recognition if such designation eliminates or materially reduces a measurement or recognition inconsistency that would arise from measuring assets and liabilities or recognizing the gains or losses on them on different bases.

Financial assets which are fair valued through profit or loss are measured at fair value at the end of each reporting period, with any gains or losses arising on Remeasurement recognized in profit or loss.

(i) (d) Trade & Other Receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost less provision for impairment.

(i) (e) Impairment of Financial Assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- financial assets measured at amortized cost
- financial assets measured at fair value through other comprehensive income

Expected credit losses are measured through a loss allowance at an amount equal to:

- the twelve month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within twelve months after the reporting date); or
- full lifetime expected credit losses (expected credit losses that result from all possible default event over the life of the financial instrument).

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance. The Company computes ECL based on a provision matrix. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates.

(i) (f) Derecognition of Financial Assets

A financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients or
- The rights to receive cash flows from the asset has expired

(ii) Financial Liabilities

(ii) (a) Classification of Debt or Equity

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(ii) (b) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

(ii) (c) Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest

Notes to Standalone Financial Information

rate method or at fair value through Statement of Profit and Loss

(ii) (d) Trade and Other Payables

Trade and other payables represent liabilities for goods or services provided to the Company prior to the end of the financial year which are unpaid.

(ii) (e) Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the Statement of Profit and Loss over the period of the borrowings using the effective interest rate method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in the Statement of Profit Loss.

(ii) (f) Derecognition of Financial Liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

(iii) Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(v) Earnings Per Share:

Earnings per share is computed in accordance with Ind AS 33, Earnings Per Share.

Basic earnings per share are computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resources. Diluted earnings per share is computed by adjusting the net profit attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares, if any.

(w) Dividend Distribution:

Dividend distributions are recognised in accordance with the applicable requirements of Ind AS.

Interim dividends are recognised as a liability in the period in which they are approved by the Board of Directors. Final dividends are recognised as a liability in the period in which they are approved by the shareholders of the Company. Dividend recommended by the Board of Directors after the reporting date is disclosed in the notes to the financial statements and is not recognised as a liability as at the reporting date.

(x) Recent pronouncements:

The Ministry of Corporate Affairs has notified amendments to the Companies (Indian Accounting Standards) Rules, 2015 which are applicable for annual reporting periods beginning on or after 1 April 2025. These amendments primarily relate to Ind AS 21, The Effects of Changes in Foreign Exchange Rates, dealing with lack of exchangeability of foreign currencies; Ind AS 1, Presentation of Financial Statements, relating to classification of liabilities as current or non-current and related covenant disclosures; Ind AS 7, Statement of Cash Flows, and Ind AS 107, Financial Instruments: Disclosures, relating to supplier finance arrangements; and Ind AS 12, Income Taxes, relating to international tax reform / Pillar Two model rules.

Based on the evaluation carried out by the Company, the amendments applicable for the year ended 31 March 2026 do not have any material impact on the recognition, measurement, presentation or disclosure of amounts reported in these financial statements.

Further, certain amendments to Ind AS 1 relating to removal of specific carve-outs for classification of liabilities are applicable for annual reporting periods beginning on or after 1 April 2026. The Company has evaluated the likely impact of these amendments based on its present facts and circumstances. Considering that the Company does not have any covenant-linked financial liabilities outstanding as at 31 March 2026 which would materially affect classification, presentation or disclosure of liabilities, the said amendments are not expected to have a material impact on the financial statements of the Company.

(y) Operating Segment

Operating segments are identified and disclosed in accordance with Ind AS 108, Operating Segments.

Notes to Standalone Financial Information

The Company operates in a single reportable business segment, i.e., manufacture and sale of helmets and accessories, in accordance with Ind AS 108 - Operating Segments. The Chief Operating Decision Maker ("CODM"), being the Managing Director/Board of Directors, reviews the operations of the Company as one operating segment. Accordingly, no separate segment information is required to be presented.

(z) Government grants

Government grants are accounted for in accordance with Ind AS 20, Accounting for Government Grants and Disclosure of Government Assistance.

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other operating income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset.

Exports entitlements are recognized when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Company and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

(aa) Previous year figures have been regrouped/reclassified wherever necessary to conform to the current year presentation.

Notes to Standalone Financial Information

Note No: 3 Property, Plant & Equipment

(Rs. in millions)

Description	Freehold Land	Buildings	Plant and Machinery	Furniture and Fittings	Office Appliances	Computers	Vehicles	Total
Cost								
As at 1st April, 2024	**1,059.53**	**1,020.19**	**1,718.94**	**66.13**	**28.92**	**24.74**	**38.48**	**3,956.93**
Additions		11.16	212.84	0.38	1.51	4.95	0.47	231.31
Re-classification	-	-						-
Disposals/write off	-	-	(23.01)	-	(0.04)	(0.62)	(0.05)	(23.72)
As at 31st March, 2025	**1,059.53**	**1,031.35**	**1,908.77**	**66.51**	**30.39**	**29.07**	**38.90**	**4,164.52**
Additions	-	0.40	153.19	6.58	0.80	7.83	23.68	192.48
Re-classification	-	-	-	-	-	-	-	-
Disposals/write off	-	-	(1.25)	-	(0.05)	(1.76)	(12.39)	(15.45)
As at 31st March, 2026	**1,059.53**	**1,031.75**	**2,060.71**	**73.09**	**31.14**	**35.14**	**50.19**	**4,341.55**
Accumulated Depreciation								
As at 1st April, 2024	**-**	**143.01**	**534.53**	**28.16**	**19.07**	**12.10**	**15.69**	**752.56**
Charge for the year	-	34.48	118.55	5.94	4.32	3.93	4.12	171.34
Re-classification	-	-	-	-	-	-	-	-
Disposals/write off	-		(17.79)	-	(0.04)	(0.57)	(0.05)	(18.45)
As at 31st March, 2025	**-**	**177.49**	**635.29**	**34.10**	**23.35**	**15.46**	**19.76**	**905.45**
Charge for the year	-	34.70	128.99	5.90	3.52	4.57	5.14	182.82
Re-classification	-	-	-	-	-	-	-	-
Disposals/write off	-	-	(0.24)	-	(0.05)	(1.63)	(12.02)	(13.94)
As at 31st March, 2026	**-**	**212.19**	**764.04**	**40.00**	**26.82**	**18.40**	**12.88**	**1,074.33**
Net Book Value								
As at 31st March, 2026	**1,059.53**	**819.56**	**1,296.67**	**33.09**	**4.32**	**16.74**	**37.31**	**3,267.22**
As at 31st March, 2025	**1,059.53**	**853.86**	**1,273.48**	**32.41**	**7.04**	**13.61**	**19.14**	**3,259.07**

a) The Company has elected to measure Property, Plant and Equipment at cost less accumulated depreciation and accumulated impairment losses, if any, in accordance with IND AS 16 - Property, Plant and Equipment.

b) The depreciation charged is on the basis of straight line method with life of assets taken as per Schedule II of Companies Act, 2013.

c) No borrowings of the Company have been secured against Property, Plant and Equipment.

d) Refer note no. 37(i) for disclosure of commitment for expenditure on account of acquisition of Property, Plant and Equipment.

e) There are no title deeds of Immovable Properties, which are not held in name of the company.

f) Property, plant and equipment and capital work-in-progress has not been pledged as security.

Notes to Standalone Financial Information

Note No: 4 Capital Work in Progress- Tangible

(Rs. in millions)

Particulars	Amount
As at 31st March, 2024	99.52
Additions	221.91
Capitalised during the year	(68.21)
Reversal of Impairment	-
As at 31st March, 2025	**253.22**
Additions	352.72
Capitalised during the year	(76.49)
Reversal of Impairment	-
As at 31st March, 2026	**529.45**

There are no capital work in progress where completion is overdue against original planned timelines as on 31st March, 2026.

The following table presents the ageing schedule for Capital-work-in progress-

(Rs. in millions)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2026					
Projects in progress	352.72	176.73	-	-	529.45
Projects temporarily suspended	-	-	-	-	-
	352.72	**176.73**	**-**	**-**	**529.45**
As at March 31, 2025					
Projects in progress	221.91	31.31	-	-	253.22
Projects temporarily suspended	-	-	-	-	-
	221.91	**31.31**	**-**	**-**	**253.22**

Note No: 5 Right of Use Assets

(Rs. in millions)

Particulars	Amount
Cost	**Building**
As at 1st April, 2024	**155.47**
Additions	1.29
Disposals/write off	(1.41)
As at 31st March, 2025	**155.35**
As at 1st April, 2025	**155.35**
Additions	-
Disposals/write off	-
As at 31st March, 2026	**155.35**
Accumulated Depreciation	
As at 1st April, 2024	**78.20**
Additions	22.64
Disposals/write off	-
As at 31st March, 2025	**100.84**
As at 1st April, 2025	**100.84**
Additions	17.21
Disposals/write off	-
As at 31st March, 2026	**118.05**
Net Book Value	
As at 31st March, 2026	**37.30**
As at 31st March, 2025	**54.51**

Notes to Standalone Financial Information

Note No: 6 Intangible Assets

(Rs. in millions)

Particulars	Computer Software	Trademark	Technical Know-How	Total
Cost				
As at 1st April, 2024	27.68	0.38	38.79	66.85
Additions	-	-	4.91	4.91
Re-classification	-	-	-	-
Disposals/write off	-	-	-	-
As at 31st March, 2025	**27.68**	**0.38**	**43.70**	**71.76**
Additions	-	-	12.41	12.41
Re-classification	-	-	-	-
Disposals/write off	-	-	-	-
As at 31st March, 2026	**27.68**	**0.38**	**56.10**	**84.17**
Accumulated Amortisation				
As at 1st April, 2024	13.87	0.34	20.74	34.95
Additions	3.02	-	9.69	12.71
Re-classification	-	-	-	-
Disposals/write off	-	-	-	-
As at 31st March, 2025	**16.89**	**0.34**	**30.43**	**47.66**
Additions	2.91	-	8.88	11.79
Re-classification	-	-	-	-
Disposals/write off	-	-	-	-
As at 31st March, 2026	**19.80**	**0.34**	**39.31**	**59.45**
Net Book Value				
As at 31st March, 2026	**7.88**	**0.04**	**16.80**	**24.72**
As at 31st March, 2025	**10.79**	**0.04**	**13.27**	**24.10**

a) The Company has elected to measure Intangible Assets at cost less accumulated amortisation and accumulated impairment losses, if any, in accordance with IND AS 38 - Intangible Assets.

b) The amortisation charged is on the basis of straight line method with life of assets taken as per Schedule II of Companies Act, 2013.

Note No: 7 Intangible Assets under Development

(Rs. in millions)

Particulars	Amount
As at 31st March, 2024	17.53
Additions	22.53
Capitalised during the year	(4.91)
Reversal of Impairment	-
Transfer to expense	-
As at 31st March, 2025	**35.15**
Additions	23.14
Capitalised during the year	(12.41)
Reversal of Impairment	-
Transfer to expense	-
As at 31st March, 2026	**45.88**

Notes to Standalone Financial Information

The following table presents the ageing schedule for Capital-work-in progress-

(Rs. in millions)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at Mar 31, 2026					
Projects in progress	29.14	14.54	2.20	-	45.88
Projects temporarily suspended	-	-	-	-	
	29.14	**14.54**	**2.20**	**-**	**45.88**
As at March 31, 2025					
Projects in progress	22.53	12.62	-	-	35.15
Projects temporarily suspended	-	-	-	-	
	22.53	**12.62**	**-**	**-**	**35.15**

Note No: 8 Financial Assets

Note No: 8 (i) Non Current Investments

Particulars	Amount (Rs. in millions)	
	As at 31st March, 2026	As at 31st March, 2025
Investment in Equity Shares		
A. In Others - At FVTPL		
- Bank of Maharashtra (Face Value of Rs. 10/- each)	1,900	1,900
Number of Shares		
Amount (Rs. in millions)	0.12	0.09
B. Subsidiary- Unquoted		
- Bikerz US Inc.- Fully Paid up* (Face value of USD 0.001 each)		
Number of Shares	1,619	1,000
Amount (Rs. in millions)	43.06	25.61
Total Investments	**43.18**	**25.70**
Aggregate Value of Unquoted Investments	43.06	25.61
Aggregate Value of Quoted Investments	0.12	0.09
Aggregate Market Value of Quoted Investments	0.12	0.09
Aggregate Amount of Impairment in Value of Investments	-	-

*During the FY 24-25, the company had made investment in Bikerz US Inc. on 09.08.2024 and making it a Wholly Owned Subsidiary (WOS).

Note No: 8 (ii) Other Financial Assets (Unsecured and considered good, unless otherwise stated)

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Balances with Bank		
- in Deposit having remaining maturity for more than 12 months	212.25	7.75
Security Deposit with Vendors	26.49	24.39
Total	**238.74**	**32.14**

Notes to Standalone Financial Information

Note No: 9 Inventories

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Raw Materials	260.53	267.36
Raw Material in Transit	0.47	32.10
Finished Goods	297.87	205.64
Work in Progress	164.38	47.97
Total	**723.25**	**553.07**

a) Inventories are valued at the lower of cost and net realizable value. The cost is determined by using Weighted Average method.

b) During the year, inventory write-downs of Rs. 2.17 million were recognized as an expense in the Statement of Profit and Loss.

c) Cost of inventories recognised as an expense 2,556.12

Cost of inventories recognised as an expense	2,556.12
- Cost of material consumed	2,763.99
- (Increase)/decrease in Finished Goods and Work-in-Progress	(208.66)
- Inventory written down to net realisable value	2.17
- Reversal of previous year write downs	(1.38)

Note No: 10 Trade Receivables

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Carried at Amortised Cost		
From Others		
- Secured, considered good	6.45	5.33
- Unsecured, considered good*	436.36	437.90
- With significant increase in credit risk	-	-
Total Receivable	**442.81**	**443.23**
Less: Provision for Expected Credit Loss	(0.84)	(3.14)
Total	**441.97**	**440.09**

*Note - Bikerz US Inc., a related party, became a wholly owned subsidiary w.e.f. 09.08.2024. Amount due from Bikerz US Inc as at 31st March 2026 is Rs. 31.97 million (FY 24-25 - Rs. 17.53 million)

No trade receivables are due from directors or other officers of the company either severally or jointly with any other person nor any trade or receivable are due from firms or private companies respectively in which any director is a partner, a director or a member except as mentioned in note given above.

Ageing of Trade Receivables as at 31st March, 2026

(Rs. in millions)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables-considered good	434.77	7.42	0.03	0.16	-	442.38
(ii) Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	0.43	0.43
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**434.77**	**7.42**	**0.03**	**0.16**	**0.43**	**442.81**

Notes to Standalone Financial Information

Ageing of Trade Receivables as at 31st March, 2025

(Rs. in millions)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables- considered good	427.33	14.33	1.14	-	-	442.80
(ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	0.43	-	0.43
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**427.33**	**14.33**	**1.14**	**0.43**	**-**	**443.23**

Note No: 11 Cash and Cash Equivalents

Particulars	As at 31st March, 2026	As at 31st March, 2025
Cash in hand	0.01	0.06
Balances with Bank		
- in Deposit having remaining maturity for less than 3 months	672.30	363.00
- in Current accounts	30.43	23.05
Total	**702.74**	**386.11**

Note No: 12 Other Bank Balances

Particulars	As at 31st March, 2026	As at 31st March, 2025
Balances with Bank		
- in Deposit having remaining maturity for more than 3 months but less than 12 months	140.44	329.81
- in Unpaid Dividend account*	2.18	2.23
Total	**142.62**	**332.04**

*There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Note No: 13 Other Financial Assets (Unsecured and considered good, unless otherwise stated)

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Export Benefit Receivable	5.51	2.91
Total	**5.51**	**2.91**

Notes to Standalone Financial Information

Note No: 14 Other Current Assets (Unsecured and considered good, unless otherwise stated)

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Advances to employees	1.58	2.36
Advance to Vendors		
- Capital Advance	58.55	20.52
- Others	10.74	15.73
Prepaid Expenses	14.04	14.76
GST/Service Tax recoverable	40.20	25.41
Recoverable IPO expenses*	7.62	29.13
Other Assets	25.39	36.51
Total	**158.12**	**144.42**

*1. Amount spent till the date of the Financial Statements: The Company has incurred expenditure of Rs. 153.66 million during the year ended 31 March 2026 (31 March 2025: Rs. 29.13 million) in connection with its Initial Public Offering ("IPO") of equity shares, which comprised entirely of an Offer for Sale ("OFS"). The expenditure primarily includes filing fees paid to BSE, NSE, CDSL and NSDL; professional fees for legal, consultancy and other advisory services; advertisement and industry report expenses; travelling expenses; registrar fees; and UPI application fees related to the IPO process. This amount is recoverable from selling shareholders.

Note No: 15 Equity Share Capital

Particulars	Number of Shares		Amount (Rs. in millions)	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Authorised Capital				
Equity shares of Rs. 5/- each	5,00,00,000	5,00,00,000	250.00	250.00
Issued Capital				
Equity share of Rs. 5/- each	3,93,53,400	3,93,53,400	196.77	196.77
Subscribed and Fully Paid up				
Equity share of Rs. 5/- each	3,93,53,400	3,93,53,400	196.77	196.77

Note - During the year ended March 31, 2025, the Company issued bonus shares in the ratio of 1:1, resulting in the issuance of 1,96,76,700 additional equity shares having face value of Rs. 5/- per share. The bonus shares were issued on January 11, 2025, following the approval of the Board of Directors. The bonus shares were issued from the retained earnings of the Company, amounting to Rs. 9,83,83,500 which has been transferred to the share capital account. As a result of the issuance of bonus shares, the total number of equity shares outstanding increased from 1,96,76,700 to 3,93,53,400.

A Reconciliation of Number of Equity Shares Outstanding

Particulars	Number of Shares		Amount (Rs. in millions)	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Balance at the beginning of the year	**3,93,53,400**	**1,96,76,700**	**196.77**	**98.38**
Add: Effect due to Bonus Issue	-	1,96,76,700	-	98.38
Less: Cancelled during the year	-	-	-	-
Balance at the end of the year	**3,93,53,400**	**3,93,53,400**	**196.77**	**196.77**

B Rights, Preferences and Restrictions attached to Equity Shares.

The Company has one class of Equity Shares with a par value of Rs. 5/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in the proportion of their holding. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividend proposed by the Board of Directors and approved by the Shareholders.

Notes to Standalone Financial Information

C Details and Shareholders holding more than 5% Equity Shares

Particulars	Number of Shares		Percentage (%)	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Equity shares of Rs 5/- each fully paid*				
Madhu Bhushan Khurana	1,11,35,560	1,49,35,560	28.30%	37.95%
Sidhartha Bhushan Khurana	1,17,09,360	1,25,09,360	29.75%	31.79%

*As per the records of the Company, including its register of members.

- As at 31 March 2025, Mrs. Chand Khurana (part of promoter group) held 32,87,400 shares which accounted for 8.35% of fully paid-up share capital (As at 31 March 2026 held 11,87,400 shares accounted for 3.02%)

D Details of promoters' shareholding*

Particulars	Number of Shares		Percentage (%)	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Equity shares of Rs 5/- each fully paid				
Madhu Bhushan Khurana	1,11,35,560	1,49,35,560	28.30%	37.95%
Sidhartha Bhushan Khurana	1,17,09,360	1,25,09,360	29.75%	31.79%
Shilpa Arora	1,80,000	1,80,000	0.46%	0.46%

*Promoters here means Promoters as defined in Companies Act, 2013.

Note No: 16 Other Equity

Particulars	As at 31st March, 2026	As at 31st March, 2025
General Reserves	82.74	82.74
Retained Earnings	4,966.70	4,224.72
Total	**5,049.44**	**4,307.46**

(A) General Reserves

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Balance	82.74	82.74
Add : Transfer during the year	-	-
Less : Utilized during the year	-	-
Closing Balance	**82.74**	**82.74**

(B) Retained Earnings

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Balance	4,224.72	3,692.92
Add : Profit for the year	837.53	707.78
Less : Other comprehensive income/(loss) for the year	2.83	1.11
Less : Dividend Paid	(98.38)	(78.71)
Less : On account of Issue of Bonus Shares	-	(98.38)
Closing Balance	**4,966.70**	**4,224.72**

Notes to Standalone Financial Information

a) General reserve

The company had transferred a portion of the net profit to general reserve pursuant to the earlier provisions of Companies Act, 1956.

b) Retained Earnings

Retained earnings are the profits that the company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

Note No: 17 Other Non-Current Financial Liabilities

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
At amortised cost		
Security Deposit from Dealers	28.95	29.86
Total	**28.95**	**29.86**

Note No: 18 Non-Current Provisions

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits		
- Gratuity	37.65	39.62
- Leave Encashment	11.24	11.07
Total	**48.89**	**50.69**

Note No: 19 Deferred Tax Liabilities (Net)

a) Deferred Tax Liabilities (Net)

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Net Deferred Tax Liabilities/(Asset)	198.10	183.47
Total	**198.10**	**183.47**

Movement of deferred tax liabilities

As at March 31, 2026

Movement of temporary differences	As at April 1, 2025	Recognised in Profit or Loss	Recognised in Other Comprehensive Income	As at 31st March, 2026
Impact of difference between depreciation	205.81	13.17	-	218.98
Provision for employee benefits	(17.79)	(1.96)	-	(19.75)
Impact of Leases	(1.70)	(0.21)	-	(1.91)
Remeasurements gain/(loss) of the net defined benefit plans	0.38	-	0.95	1.33
Expected Credit Loss	(0.79)	0.58	-	(0.21)
Others	(2.44)	2.10	-	(0.34)
Net Deferred Tax Liability/(Asset)	**183.47**	**13.68**	**0.95**	**198.10**

Notes to Standalone Financial Information

As at March 31, 2025

Movement of temporary differences	As at April 1, 2024	Recognised in Profit or Loss	Recognised in Other Comprehensive Income	As at March 31, 2025
Impact of difference between depreciation	182.85	22.96	-	205.81
Provision for employee benefits	(16.16)	(1.63)	-	(17.79)
Impact of Leases	(1.08)	(0.62)	-	(1.70)
Remeasurements gain/(loss) of the net defined benefit plans	-	-	0.38	0.38
Expected Credit Loss	-	(0.79)	-	(0.79)
Others	(0.67)	(1.77)	-	(2.44)
Net Deferred Tax Liability/(Asset)	**164.94**	**18.15**	**0.38**	**183.47**

b) Income Tax Expenses

Amounts recognised in the standalone statement of profit and loss:

(Rs. in millions)

Particulars	For the year ended 31st Mar, 2026	For the year ended 31st Mar, 2025
Current tax expense		
- Current year	274.59	235.11
- Tax related to Earlier Periods	5.41	0.02
Deferred tax expense/(income) attributable to		
- Origination and reversal of temporary differences	13.68	18.15
Tax Expense	**293.68**	**253.28**

Amounts recognised in other comprehensive income

Particulars	For the year ended 31st Mar, 2026	For the year ended 31st Mar, 2025
Items that will not be reclassified to profit or loss		
Remeasurements of defined benefit liability/asset		
- Before tax	(3.78)	(1.49)
- Tax Benefits	0.95	0.38
Net of tax	**(2.83)**	**(1.11)**

Reconciliation of effective tax rate

(Rs. in millions)

Particulars	For the year ended 31st Mar, 2026	For the year ended 31st Mar, 2025
Profit before tax	1,131.21	961.06
Tax at statutory rate (25.168%)	284.70	241.88
Tax effect of :		
Expenses not deductible for tax purposes	0.00	3.82
Deductions under Chapter VI-A	(1.71)	(1.64)
Others	10.68	9.22
Tax expense recognised in Profit and Loss	**293.68**	**253.28**
Effective Tax Rate	**25.96%**	**26.35%**

Notes to Standalone Financial Information

Note No: 20 Trade Payables

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
At Amortised Cost		
Dues owed to Micro, Small and Medium Enterprises*	170.80	78.11
Dues owed to Other than MSMEs	312.94	240.27
Total	**483.74**	**318.38**

* The classification of dues to Micro, Small and Medium Enterprises is based on the registration status intimated by suppliers under the Micro, Small and Medium Enterprises Development Act, 2006. In the absence of such intimation, creditors have been classified under " Dues owed to Other than MSMEs (Refer Note No. 33)

Ageing of Trade Payables as at 31st March, 2026

(Rs. in millions)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	170.10	-	-	-	170.10
(ii) Others	312.65	0.29	-	-	312.94
(iii) Disputed dues – MSME	-	-	-	0.70	0.70
(iv) Disputed dues - Others	-	-	-	-	-
Total	**482.75**	**0.29**	**-**	**0.70**	**483.74**

Ageing of Trade Payables as at 31st March, 2025

(Rs. in millions)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	77.34	0.07	-	-	77.41
(ii) Others	240.26	0.01	-	-	240.27
(iii) Disputed dues – MSME	-	-	0.70	-	0.70
(iv) Disputed dues - Others	-	-	-	-	-
Total	**317.60**	**0.08**	**0.70**	**-**	**318.38**

Note No: 21 Other Current Financial Liabilities

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
At Amortised Cost		
Payables on purchase of Property, Plant & Equipment	6.12	27.54
Employee Related Liabilities*	87.69	76.76
Expenses Payable	19.27	53.20
Unpaid Dividend	2.13	2.18
Total	**115.21**	**159.68**

*Include payable to related parties of Rs. 27.77 million as at 31st March, 2026 (Rs. 26.65 million as at 31st March, 2025). Refer Note No. 36 for details.

Note No: 22 Other Current Liabilities

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Advances received from Customers	67.26	62.96
Statutory Dues	57.01	80.84
Total	**124.27**	**143.80**

Notes to Standalone Financial Information

Note No: 23 Current Provisions

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits		
- Gratuity	21.90	17.13
- Leave Encashment	3.95	2.91
Total	**25.85**	**20.04**

Note No: 24 Current Tax Liabilities

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Income Tax Payable	44.59	71.11
Total	**44.59**	**71.11**

Note No: 25 Revenue from operations

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Sale of Goods		
- Inland Sales	5,272.12	5,041.30
- Exports Sales	1,245.77	958.09
Total Sales	**6,517.89**	**5,999.39**
Less : Discount & Incentives	216.04	173.80
Net Sales	**6,301.85**	**5,825.59**

Note No: 25.1 Disaggregation of revenue from contracts with customers

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Timing of revenue recognition		
Products transferred at a point in time	6,301.85	5,825.59
Revenue from operations (as reported in Note 25)	**6,301.85**	**5,825.59**

Note No: 25.2 Geographic disaggregation of revenue from contracts with customers

Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025
Revenue from contracts with customers		
Within India	5,066.14	4,867.50
Outside India	1,235.71	958.09
Total revenue	**6,301.85**	**5,825.59**

Note No: 25.3 Reconciliation of revenue recognised in the statement of Profit and Loss with the contracted price

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Revenue as per contracted price (goods)		
- Inland Sales	5,272.12	5,041.30
- Exports Sales	1,245.77	958.09
Total Sales	**6,517.89**	**5,999.39**
Less : Discount & Incentives	216.04	173.80
Revenue from contracts with customers	**6,301.85**	**5,825.59**

Notes to Standalone Financial Information

Note No: 25.4 Contract Balances

The following table provides information about receivables and contract liabilities from contract with customers

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Contract Liabilities		
Advance from customers (refer note no. 22)	67.26	62.96
Receivables		
Trade Receivables (refer note no. 10)	441.97	440.09

Receivables is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the company's obligation to transfer goods or services to a customer for which the company has received consideration from the customer in advance.

Note No: 25.5 Payment Terms

For Domestic Transactions - The company offers specific credit period to customers and payment for the sale is made as per the agreed credit terms, which may include advance payment in certain cases. The credit term ranges between 0 to 180 days from the date of invoice/goods receipt date.

For Export Transactions - Exports are made generally on advance, Letter of Credit (LC), Document against Payment. For certain customers, the credit term ranges between 0 to 180 days from the date of invoice/goods receipt date.

Note No: 25.6 Performance Obligations

The performance obligation for sale of product is considered as fulfilled according to the terms agreed with the respective customer.

Note No: 25.7

The performance obligations are part of contracts that have an original expected duration of less than one year. Therefore, the company has used the practical expedient to not disclose the transaction price allocated to remaining performance obligations.

Note No: 25.8 Advance Movement

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Opening balance – Contract liabilities / Advance from customers	62.96	59.12
Add: Advance received during the year	66.59	62.40
Less: Revenue recognized during the year (to the extent of contract liability)	(62.39)	(58.58)
Add/(Less): Adjustments (e.g. exchange difference, contract modifications)	0.10	0.02
Closing balance – Contract liabilities / Advance from customers	**67.26**	**62.96**

Note No: 26 Other Income

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Interest Income	57.66	50.85
Service Income-Domestic	2.50	2.59
Miscellaneous Income	5.45	31.64
Export Incentive	22.86	18.00
Profit on sale of property, plant and equipment (net)	1.14	-
Profit on account of Currency Fluctuation	25.52	19.56
Gain on Investments carried at Fair Value through Profit & Loss	0.03	-
Total	**115.16**	**122.64**

Notes to Standalone Financial Information

Note No: 27 (Increase)/decrease in Inventories of Finished Goods and Work-in-Progress

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Inventory at the beginning of the year		
Finished Goods	205.64	176.67
Work in Progress	47.97	22.04
Total	**253.61**	**198.71**
Less: Inventory at the end of the year		
Finished Goods	297.87	205.64
Work in Progress	164.38	47.97
Total	**462.25**	**253.61**
Net (Increase)/Decrease	**(208.66)**	**(54.90)**

Note No: 28 Employee Benefit Expenses

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Salaries, Wages and Bonus	571.11	551.69
Contribution to Provident Fund & Other Fund	27.81	28.89
Employees Welfare Expenses	53.59	45.19
Total	**652.51**	**625.77**

Note No: 29 Finance Cost

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Interest on:		
- Cash Credit / Overdraft*	0.02	0.06
- Vehicle Loan	-	0.32
- Delayed Payment to MSME	1.03	2.91
- Dealer Security Deposit	1.49	1.48
- Lease Liability	4.86	6.88
Total	**7.40**	**11.65**

*The Company has an overdraft facility of Rs 200 million sanctioned by HDFC Bank against FDR. The said facility remained un-utilised as at 31 March 2026 and no amount was outstanding against it at the year end.

Note No: 30 Depreciation and Amortisation Expense

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Depreciation of Property, Plant & Equipment	182.81	171.34
Amortisation of Right of use assets	17.21	22.64
Amortisation of intangible assets	11.79	12.71
Total	**211.81**	**206.69**

Notes to Standalone Financial Information

Note No: 31 Other Expenses

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Labour Charges	542.86	456.58
Power & Fuel	280.40	261.88
Consumable Stores	144.04	132.66
Cartage Outward	347.52	317.24
Insurance Expenses	14.19	10.96
Repair and Maintenance		
- Plant & Machinery	67.36	66.81
- Building	10.30	6.94
- Others	5.05	8.44
Payment to Auditors	0.55	0.55
Legal & Professional Expenses	31.76	27.17
Corporate Social Responsibility (CSR) expenses	14.60	10.88
Travelling & Conveyance Expenses	19.08	18.21
Security & housekeeping Exp	25.70	28.67
Commission on Sales	58.40	42.14
Advertisement & Sales Promotion	157.41	114.78
Loss on Sale of Assets	-	1.30
Bank Charges	1.32	1.40
Interest on Taxes	9.00	-
Loss on Investments carried at Fair Value through Profit & Loss	-	0.03
Miscellaneous Expenses	128.42	83.30
Total	**1,857.96**	**1,589.94**

Note No: 32 Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing profit for the year attributable to equity holders of the Company by weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing profit attributable to equity holders of the Company by weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares, unless the effect of potential dilutive equity share is antidilutive.

The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Profit after tax for calculation of EPS (Rs. In million) (A)	**837.53**	**707.78**
Number of equity shares	3,93,53,400	1,96,76,700
Add: Effect of Bonus issue	-	1,96,76,700
Number of equity shares for calculating basic & diluted EPS (B)	**3,93,53,400**	**3,93,53,400**
Face Value per share (Amount in Rs.)	5.00	5.00
Basic Earning per share (Amount in Rs.) (A/B)	**21.28**	**17.99**
Diluted Earning per share (Amount in Rs.) (A/B)	**21.28**	**17.99**

Note -1) During the previous year ended March 31, 2025, the Company had issued bonus shares in the ratio of 1:1, resulting in the issuance of 1,96,76,700 additional equity shares having face value of Rs. 5/- per share. The bonus shares were issued on January 11, 2025, following the approval of the Board of Directors. The bonus shares were issued from the retained earnings of the Company,

Notes to Standalone Financial Information

amounting to Rs. 9,83,83,500 which was transferred to the share capital account. As a result of the issuance of bonus shares, the total number of equity shares outstanding increased from 1,96,76,700 to 3,93,53,400.

2) The company does not have any potential equity shares during the year ended 31 March 2026 and 31 March 2025. Hence, basic and diluted EPS are the same.

Note No: 33 Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Principal amount remaining unpaid to micro and small enterprise suppliers as at year end	170.80	78.11
Interest due on delayed payments remaining unpaid as at year end	0.02	0.28
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payments to suppliers which were paid beyond the appointed day during the year, but without adding the interest specified under the MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid as at year end	1.03	2.91
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	-	-

Note No: 34 Segment Information

The company is primarily engaged in the business of "manufacturing and sale of helmets and two wheeler accessories" which in context of Ind AS 108 "Operating Segments" as referred to in Companies (Indian Accounting Standards) Rules, 2015 is considered as the only Operating Segment. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM'). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as Board of Directors of the company.

Geographical information

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Revenue from external customers		
Within India	5,066.14	4,867.50
Outside India	1,235.71	958.09
Total revenue	**6,301.85**	**5,825.59**

The revenue information is based on location of customers and excluding other operating revenue.

Non-current operating assets

The total of non-current assets other than financial instruments and deferred tax assets broken down by location of the assets is shown below-

Particulars	As at 31st March, 2026	As at 31st March, 2025
India	3,904.57	3,626.05
Outside India	-	-
Total	**3,904.57**	**3,626.05**

Notes to Standalone Financial Information

Information about major customers

The company has no single customer who contributed 10% or more to the total revenue during the year.

Note No: 35 Disclosure relating to Corporate Social Responsibility (CSR) Expenditure

In light of Section 135 of the Companies Act, 2013 the Company has carried out the following expenses on Corporate Social Responsibility (CSR) activities:-

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
(i) Gross amount required to be spent by the Company during the year	14.60	10.88

(Rs. in millions)

Particulars	Paid	Unspent at Year end	Total
(ii) Amount spent during the period ending on 31st March, 2026:			
1. Construction/acquisition of any asset	-	-	-
2. On purposes other than above	14.60	-	14.60
(iii) Amount spent during the year ending on 31st March, 2025:			
1. Construction/acquisition of any asset	-	-	-
2. On purposes other than above	10.88	-	10.88

Nature of Activities taken under CSR :

The CSR activities undertaken by the group during the year primarily relate to promoting healthcare, including preventive healthcare and providing medical assistance and support for surgeries for underprivileged children and adults; promoting education including and by supporting school fees and after-school tuitions; supporting menstrual hygiene and village sanitation initiatives; and environmental sustainability initiatives, including the maintenance of public spaces.

Notes to Standalone Financial Information

Note No: 36 Related Party Disclosures

The list of related parties as identified by the management is as under:

Wholly Owned Foreign Subsidiary Company:

- Bikerz US Inc.

*On 22.07.2024, the Company has purchased 100% shares of Bikerz US Inc from Bikerz Inc. , Bikerz US Inc became WOS of Studds Accessories Limited w.e.f. 09.08.2024, consequent to remittance on the day.

Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence

- Studds Foundation
- Bikerz INC (formerly known as Studds Canada)
- Bikerz US Inc. (up to 08.08.2024)

Key Management Personnel & their Relatives:

- Mr. Madhu Bhushan Khurana	Chairman and Managing Director
- Mrs. Chand Khurana	Spouse of Chairman and Managing Director
- Mr. Sidhartha Bhushan Khurana	Managing Director
- Mrs. Garima Khurana	Spouse of Managing Director
- Mrs. Shilpa Arora	Daughter of Chairman and Managing Director (Whole-time director w.e.f. 24/08/2024)
- Mrs. Pallavi Saluja (resigned w.e.f. 21/11/2024)	Independent Director
- Mr. Shanker Dev Choudhry (resigned w.e.f. 21/11/2024)	Independent Director
- Mr. Pankaj Duhan	Independent Director
- Mrs. Deepshikha Singla (appointed w.e.f 15/11/24)	Independent Director
- Mr. Shishira Rudrappa (appointed w.e.f 15/11/24)	Independent Director
- Mr. Manish Mehta	Chief Financial Officer
- Mrs. Asha Mittal (appointed w.e.f. 02/03/2024)	Company Secretary

Notes to Standalone Financial Information

Following transactions were carried out with related parties in the ordinary course of business during the year ended 31st Mar, 2026 and 31st Mar, 2025:-

(Rs. in millions)

S. No.	Name of the Party	Nature of Transaction	Year ended 31st March, 2026	Year Ended 31st March, 2025
1	**Enterprise with Significant Influence**			
	Bikerz US Inc.(01.04.24 to 08.08.24)	Sale of Goods	-	10.15
		Marketing Support Services availed	-	0.90
		Balance Receivable/(Payable)	-	9.99
	Bikerz Inc.	Purchase of 100% Shares of Bikerz US Inc.	-	25.61
2	**Subsidiaries/ Wholly owned subsidiaries**			
	Bikerz US Inc.*	Sale of Goods	47.24	13.37
		Service rendered	-	3.10
		Warranty Expenses	-	2.47
		Investment in Subsidiary	17.45	25.61
		Balance Receivable/(Payable)	31.97	17.53
	* The figures for the year ended 31 March 2025 are from 09.08.2024 to 31.03.2025			
3	**Key Management Personnel & their Relatives**			
	Mr. Madhu Bhushan Khurana	**Director's Remuneration:**		
		- Short-term employee benefits	27.99	29.81
		- Dividend	37.34	39.47
		- Balance Receivable/(Payable)	(9.75)	(10.75)
	Mrs. Chand Khurana	**Salary:**		
		- Short-term employee benefits	4.54	4.02
		- Dividend	8.22	6.57
		- Balance Receivable/(Payable)	(0.29)	(0.35)
	Mr. Sidhartha Bhushan Khurana	**Director's Remuneration:**		
		- Short-term employee benefits	27.28	30.75
		- Dividend	31.27	15.42
		- Balance Receivable/(Payable)	(9.75)	(10.75)
	Mrs. Garima Khurana	**Salary:**		
		- Short-term employee benefits	2.43	2.11
		- Dividend	0.18	0.14
		- Balance Receivable/(Payable)	(0.22)	(0.19)
	Mrs. Shilpa Arora	**Director's Remuneration:**		
		- Short-term employee benefits	14.87	8.30
		- Dividend	0.45	0.36
		- Balance Receivable/(Payable)	(7.76)	(4.61)
	Mrs. Pallavi Saluja	Sitting Fees	-	0.05
	Mr. Shanker Dev Choudhry	Sitting Fees	-	0.05
	Mr. Pankaj Duhan	Sitting Fees	0.10	0.08
	Mrs. Deepshikha Singla	Sitting Fees	0.21	0.02
	Mr. Shishira Rudrappa	Sitting Fees	0.29	0.04
	Mr. Manish Mehta	Salary	5.09	4.69
	Mrs. Asha Mittal	Salary	2.00	1.50

Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs through banking channel. There have been no guarantees provided or received for any related party receivables or payables. Trade receivables include Rs. 31.97 million due from related parties as at 31 March 2026 (Rs. 17.53 million as at 31st March, 2025). These balances are unsecured and arise in the ordinary course of business. The Company applies a collective ECL model to all trade receivables, and impairment, if any, is not separately identified for related parties. No significant increase in credit risk has been observed for these balances. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Notes to Standalone Financial Information

Note No: 37 Commitments and Contingencies

(i) Commitments (Net of Advances)

Estimated amount of contracts remaining to be executed on capital account and not provided for are as follows:-

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Estimated amount of contracts remaining to be executed on capital account and not provided for	61.19	22.56

(ii) Contingent Liabilities

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
a) Claims against the company not acknowledged as debt;		
Claims against the company lodged by various parties (Includes Labour & Vendors)	2.74	2.70
(b) Guarantees excluding financial guarantees;		
(c) Other money for which the company is contingently liable		
Service Tax demand	3.17	3.17
Goods and Services Tax demand - FY 20-21	2.57	2.57
Goods and Services Tax demand - FY 18-19	3.30	3.30
Income Tax demand - AY 20-21	4.18	4.55
Bank Guarantees/Letter of Credits	20.90	56.18
Total	**36.86**	**72.47**

(a) The company does not expect any material financial impact in respect of the above contingent liabilities. However, the timing and amount of any outflow will depend upon future developments.

(b) In addition to above, there are certain cases against the company, the amount of which can not be quantified.

Note No: 38 Employee Benefits

(A) Defined Contribution Plans as per Ind AS 19 Employee Benefits:

Contribution to Defined Contribution Plan recognised as expense is as under:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Employer's Contribution to Provident Fund & Pension*	22.21	22.50
Employer's Contribution to ESI*	4.89	5.59

*Included in Contribution to provident and other funds under Employee Benefits Expense (Refer Note No. 28).

(B) Defined Benefit Plans and Other Long Term Benefits as per Ind AS 19 Employee Benefits:

With effect from 21 November 2025, the Government of India has implemented the four Labour Codes, including the Code on Social Security, 2020, which subsumes, inter alia, the erstwhile Payment of Gratuity Act, 1972. During the year, the Company evaluated the impact of the Labour Codes on its employee benefit obligations, including gratuity and other applicable long-term employee benefits. The actuarial valuation obtained by the Company for the year ended 31 March 2026 has considered the applicable provisions of the Labour Codes to the extent relevant. Based on such assessment and valuation, the impact on the financial statements is not material and has been recognised wherever applicable.

Notes to Standalone Financial Information

I. Disclosures in Respect of Gratuity:

(i) Present value of Defined Benefit Obligation:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Present value of obligation as at the beginning	56.75	51.53
Interest Cost	3.83	3.61
Past Service Cost	-	-
Current Service Cost	6.83	6.54
Benefits Paid	(4.08)	(3.44)
Re-measurement (or Actuarial) (Gain)/Loss	(3.78)	(1.49)
Present Value of Obligation as at the end	**59.55**	**56.75**
Current Liability	**21.90**	**17.13**
Non-Current Liability	**37.65**	**39.62**

(ii) Fair Value of Plan Assets:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Fair Value of Plan Assets as at the beginning	-	-
Interest Income	-	-
Employer's Contribution	-	-
Benefits Paid	-	-
Actuarial Gains/(Losses)	-	-
Fair Value of Plan Assets as at the end	-	-

(iii) Assets and Liabilities recognized in the Balance Sheet:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Present Value of Obligation at the end	59.55	56.75
Fair Value of Plan Assets at the end	-	-
Amount recognised in Balance Sheet	**59.55**	**56.76**

(iv) Net Employee Benefit Expense (recognized in Employee Cost):

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Current Service Cost	6.83	6.54
Past Service Cost	-	-
Net Interest Cost on Net Defined Benefit Liability	3.83	3.61
Net Benefit Expense recognized in Statement of Profit and Loss	**10.66**	**10.15**

(v) Amount recognised in Other Comprehensive Income:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Actuarial (Gain)/Loss arising from:		
Effect of experience adjustment (Gains)/Losses	4.92	(2.15)
Difference in Present Value of Obligations	(8.70)	0.66
Components of defined benefit costs recognised in other comprehensive income	**(3.78)**	**(1.49)**

Notes to Standalone Financial Information

(vi) Funding Pattern

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
	-	-

(vii) The principal assumptions used in determining defined benefit obligations are shown below:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Discount Rate	7.06%	7.00%
Attrition Rate	20.00%	12.00%
Salary Growth Rate	20%/8.50%	10.00%
Mortality Rate	IAL 2012-14	IAL 2012-14

The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, including the impact of revision in basic minimum wages notified by the Govt. of Haryana w.e.f. 01.04.2026. Accordingly, the salary escalation rate has been considered at 20% for immediate impact of such revision and 8.50% thereafter.

(viii) A quantitative sensitivity analysis for significant assumption

(a) Discount Rate

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Change in assumption (1 % p.a. increase)		
Impact on defined benefit obligation	(1.74)	(2.64)
Change in assumption (1 % p.a. decrease)		
Impact on defined benefit obligation	1.89	2.94

(b) Salary growth rate

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Change in assumption (2.50 % p.a. increase) (PY 2% p.a. increase)		
Impact on defined benefit obligation	5.17	7.58
Change in assumption (2.50 % p.a. decrease) (PY 2% p.a. decrease)		
Impact on defined benefit obligation	(4.47)	(6.09)

(c) Attrition Rate

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Change in assumption (2 % p.a. increase)		
Impact on defined benefit obligation	(0.40)	(1.10)
Change in assumption (2 % p.a. decrease)		
Impact on defined benefit obligation	0.44	1.33

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Notes to Standalone Financial Information

(ix) Defined benefit liability and employer contributions

Expected benefit payments are as follows:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Within the next 12 months	23.10	17.29
Between 2 and 5 years	26.80	18.82
Between 5 and 10 years	22.39	17.32
After 10 years	7.60	33.70

(x) Risk exposure

The gratuity scheme is a final salary Defined Benefit Plan that provides for lump sum payment made on exit either by way of retirement, death, disability, voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The plan design means the risk commonly affecting the liabilities and the financial results are expected to be:-

(a) **Interest rate risk:** The defined benefit obligation calculated uses a discount rate based on government bonds, if bond yield falls, the defined benefit obligation will tend to increase.

(b) **Salary inflation risk:** Higher than expected increases in salary will increase the defined benefit obligation.

(c) **Demographic risk:** This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to long career employee.

II. Disclosures in Respect of Leave Encashment and Compensated Absences (Unfunded):

(a) Movement in the present value of the defined benefit obligation:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Present Value of Obligation at the beginning	13.98	12.42
Current Service Cost	9.42	7.37
Interest Cost	0.73	0.64
Re-measurement (or Actuarial) (Gain)/Loss	(1.97)	0.74
Benefits Paid	(6.97)	(7.19)
Present Value of Obligation as at the end	**15.19**	**13.98**
Current Liability	**3.95**	**2.91**
Non-Current Liability	**11.24**	**11.07**

(b) Net Employee Benefit Expense (recognized in Employee Cost):

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Current Service Cost	9.42	7.37
Past Service Cost	-	-
Interest Cost	0.73	0.64
Re-measurement (or Actuarial) (Gain)/Loss	(1.97)	0.74
Net benefit expense recognized in statement of Profit and Loss	**8.18**	**8.75**

Notes to Standalone Financial Information

(c) The principal assumptions used in determining defined benefit obligations are shown below:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Discount Rate	7.06%	7.00%
Attrition Rate	20.00%	12.00%
Salary Growth Rate	20%/8.50%	10.00%
Mortality Rate	IAL 2012-14	IAL 2012-14

The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, including the impact of revision in basic minimum wages notified by the Govt. of Haryana w.e.f. 01.04.2026. Accordingly, the salary escalation rate has been considered at 20% for immediate impact of such revision and 8.50% thereafter.

(d) Reconciliation of Fair Value of Assets and Obligation:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Fair Value of Plan Assets at the end	-	-
Present Value Obligation at the end	15.19	13.98
Amount Recognised in Balance Sheet	**15.19**	**13.98**

Note No: 39 Lease related disclosures

The Company has lease for manufacturing facility. With the exception of short-term leases, leases of low-value underlying assets and leases with variable lease payments, the lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

The lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. It also contains an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security. The Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Company is required to pay maintenance fees in accordance with the lease contract.

A) Lease Liabilities

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Current	19.03	16.38
Non-Current	25.86	44.89
Total	**44.89**	**61.27**

B) Amount recognised in Statements of Profit & Loss:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Depreciation on right-of-use assets	17.21	22.64
Interest on lease liabilities	4.86	6.88
Rental expenses relating to short term leases and Low value assets	-	-
Total	**22.07**	**29.52**

Notes to Standalone Financial Information

C) Amount recognised in Statements of cash flows:

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Total Cash out flow for the leases	(16.38)	(19.88)

D) The weighted average incremental borrowing rate applied to lease liabilities as at 1st April, 2025 is 9%.

E) Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments are as follows:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Within 1 year	22.30	21.24
1-2 years	23.42	22.30
More than 2 Years	3.93	27.35
Undiscounted lease liability	**49.65**	**70.89**

F) There are no variable lease payments considered in the initial measurement of the lease liability and asset.

G) Extension and termination options are included in the lease agreement. These are used to maximise operational flexibility in terms of managing the assets used in the company's operations. The majority of extension and termination options held are exercisable only by the company and not by the lessor. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

Note No: 40 Fair value measurements

40.1 Financial Instruments by category are as below-

Particulars	31st March, 2026		31st March, 2025	
	Amortised Cost	FVTPL	Amortised Cost	FVTPL
Financial Assets				
Non-Current Investments*	-	0.12	-	0.09
Trade Receivables	441.97	-	440.09	-
Cash & Cash Equivalents	702.74	-	386.11	-
Other Bank Balances	142.62	-	332.04	-
Other Financial Assets	244.25	-	35.05	-
Total Financial Assets	**1,531.58**	**0.12**	**1,193.29**	**0.09**
Financial Liabilities				
Non-Current Borrowings	-	-	-	-
Other Non-Current Financial Liabilities	28.95	-	29.86	-
Current Borrowings	-	-	-	-
Trade Payables	483.74	-	318.38	-
Other Current Financial Liabilities	115.21	-	159.68	-
Total Financial Liabilities	**627.90**	**-**	**507.92**	**-**

*Non-Current Investments exclude investment in subsidiary amounting to Rs. 43.06 million (as at 31.03.2025: Rs 25.61 million) which is measured at cost in the standalone financial statements in accordance with the Company's accounting policy.

Notes to Standalone Financial Information

40.2 Fair value hierarchy

The fair value measurement of the company's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the Company's financial assets :-

Particulars	31st March, 2026	31st March, 2025
Financial Assets	-	-
Financial investments as FVTPL	-	-
Investment in Quoted Shares (Level 1)	0.12	0.09
Investment in Unquoted Shares (Level 3)	-	-

40.3 Methods and assumptions

(a) The Company's investment in equity shares of Bank of Maharashtra is measured at fair value through P&L, based on quoted market prices as on the reporting date. This investment is classified as Level 1 in the fair value hierarchy.

All other financial assets and liabilities, including trade receivables, cash and cash equivalents, other bank balances, fixed deposits (including those with maturity over 12 months), security deposits with vendors, borrowings, lease liabilities, trade payables and other financial liabilities, are measured at amortised cost.

No transfers occurred between fair value hierarchy levels during the year.

Note No: 41 Financial risk management objectives and policies

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the source of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements. The Board of Directors has overall oversight of the Company's financial risk management. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include investments, foreign currency receivables and payables and borrowings.

The sensitivity analysis in the following sections relate to the position as at 31st March, 2026 and 31st March, 2025.

The analysis exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.

The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of 31st March, 2026 and 31st March, 2025.

Notes to Standalone Financial Information

i) Interest Rate Risk

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. company's financial liabilities comprises mainly of interest-bearing deposits with dealers, however, these are not exposed to risk of fluctuation in market interest rate as the rates are fixed at the time of contract/agreement and do not change for any market fluctuation.

ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities (when revenue or expense is denominated in a foreign currency).

Foreign Currency Exposure that have not been hedged by derivative Instrument are given below.

Figures in million

Liabilities/Assets	FOREIGN CURRENCY	
	As at 31st March, 2026	As at 31st March, 2025
Liabilities		
USD	0.60	1.73
EURO	0.30	0.22
Assets		
USD	1.20	1.10
EURO	0.02	0.21

(Rs. in millions)

Liabilities/Assets	INDIAN RUPEE	
	As at 31st March, 2026	As at 31st March, 2025
Liabilities		
USD	56.68	147.71
EURO	32.84	20.53
GBP	-	-
Assets		
USD	113.55	93.78
EURO	2.51	19.48
GBP	-	-

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of USD and EURO, with all other variables held constant. The impact on the company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The company's exposure to foreign currency changes for all other currencies is as under:

(Rs. in millions)

Currency	Change in rate	Effect on profit before tax for the year	
		31st March, 2026	31st March, 2025
USD	Appreciation in INR by 5%	(2.84)	2.70
USD	Depreciation in INR by 5%	2.84	(2.70)
EURO	Appreciation in INR by 5%	1.52	0.05
EURO	Depreciation in INR by 5%	(1.52)	(0.05)
GBP	Appreciation in INR by 5%	-	-
GBP	Depreciation in INR by 5%	-	-

Notes to Standalone Financial Information

(iii) Commodity price risk

The company is affected by the price volatility of certain commodities. Its operating activities require the ongoing manufacture of helmets, boxes, visors, spare and other accessories and therefore require a continuous supply of raw materials i.e. Acrylonitrile Butadiene Styrene (ABS) & Polycarbonate (PC) being the major input used in the manufacturing. Due to the significantly increased volatility of the price of the ABS & PC, the company has entered into various purchase contracts for these material for which there is an active market. The company's management has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. The company partly mitigated the risk of price volatility by entering into the contract for the purchase of these material and further the company increases prices of its products as and when appropriate to minimize the impact of increase in raw material prices.

b) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and financial institutions.

Customer credit risk is being driven by company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

The carrying amounts of financial assets represent the maximum credit risk exposure.

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non-Current Financial Assets		
Other financial assets	238.74	32.14
Current Financial Assets		
Trade receivables	441.97	440.09
Cash and cash equivalents	702.74	386.11
Bank balances other than Cash and cash equivalents	142.62	332.04
Other financial assets	5.51	2.91
Total	**1,531.58**	**1,193.29**

Expected credit losses for financial assets other than trade receivables

The Company maintains its cash and cash equivalents and bank deposits with reputed banks. The credit risk on these instruments is limited because the counterparties are bank with high credit ratings assigned by domestic credit rating agencies. Hence, the credit risk associated with cash and cash equivalent and bank deposits is relatively low.

Other current financial assets include Export benefits receivable from the government. Hence, the credit risk associated with receivable from government on account of export benefits is relatively low.

Expected credit losses for trade receivables

a. Basis of Recognition

The Company applies the simplified approach under Ind AS 109 – Financial Instruments to measure expected credit losses (ECL) on trade receivables. Under this approach, the Company recognizes lifetime ECL on all trade receivables, regardless of credit risk at the reporting date.

b. Methodology

The Company has adopted the flow rate (roll rate) method to estimate the probability of default (PD). This method tracks the historical transition of trade receivables through ageing buckets. Based on data from the past three financial years, the Company calculates the cumulative probability of default across these buckets. This approach reflects actual collection trends and default behaviour observed in the Company's receivables portfolio.

Notes to Standalone Financial Information

Key parameters used in the ECL model include:

i) **Probability of Default (PD):** Derived from historical flow rates between ageing buckets.

ii) **Loss Given Default (LGD):** Based on estimated recoverability of overdue balances.

iii) **Exposure at Default (EAD):** Gross carrying amount of the receivables.

c. Forward-looking Information

Forward-looking macroeconomic factors have been assessed and incorporated where deemed material. For the current period, forward-looking adjustments were evaluated and determined to have an immaterial impact on the ECL estimate. Accordingly, the base PD incorporates management's current view of expected credit risk.

d. Assumptions and Judgments

i) A three-year historical period is considered adequate to capture representative credit behaviour.

ii) The model assumes consistent collection and risk trends unless observed otherwise.

iii) The ECL provision is reviewed and updated regularly to reflect changes in credit risk and forward-looking information.

e. Reconciliation of Loss Allowance (Trade Receivables)

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Balance	3.14	-
Add: Provision for expected credit losses	(2.30)	3.14
Less: Amounts written off during the year	-	-
Closing Balance	**0.84**	**3.14**

c) Liquidity Risk

The company's objective is to maintain a balance between continuity of funding and flexibility through the use of long term bank loans and short term borrowings etc. The company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

(Rs. in millions)

Nature of Liability	Up to 1 Year	1 to 5 years	More than 5 years	Total
As at 31st March, 2026				
Other Non-Current Financial Liabilities	-	28.95	-	28.95
Lease Liabilities	19.03	25.86	-	44.89
Current Borrowings	-	-	-	-
Trade Payables	483.74	-	-	483.74
Other Current Financial Liabilities	115.21	-	-	115.21
Total	**617.98**	**54.81**	**-**	**672.79**

Notes to Standalone Financial Information

(Rs. in millions)

Nature of Liability	Up to 1 Year	1 to 5 years	More than 5 years	Total
As at 31st March, 2025				
Other Non-Current Financial Liabilities	-	29.86	-	29.86
Lease Liabilities	16.38	44.89	-	61.27
Current Borrowings	-	-	-	-
Trade Payables	318.38	-	-	318.38
Other Current Financial Liabilities	159.68	-	-	159.68
Total	**494.44**	**74.75**	**-**	**569.19**

Note No: 42 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt borrowings & trade payables, less cash and cash equivalents.

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Borrowings	-	-
Lease Liabilities	44.89	61.27
Trade Payables	483.74	318.38
Less: Cash and cash equivalents	702.74	386.11
Net Debt (A)*	**-**	**-**
Equity (B)	**5,246.21**	**4,504.23**
Net Debt/ Equity Ratio (A/B)	**-**	**-**

* Net debt, if negative, is restricted to Nil.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing.

Notes to Standalone Financial Information

Note No: 43 Analytical Ratios

Particulars	Numerator	Denominator	As at 31st March, 2026	As at 31st March, 2025	% of variance	Reasons
a. Current Ratio	Current Assets	Current Liabilities	2.68	2.55	5.10	
b. Net Debt-Equity Ratio	Debt	Shareholders' Equity	0.01	0.01	-	
c. Debt Service Coverage Ratio	Earnings Available for Debt	Debt Service	44.40	24.62	80.34	Increase in earnings available for debt and decrease in finance cost
d. Return on Equity Ratio	Net Profit after Taxes	Average Shareholders' Equity	17.18%	16.90%	1.66	
e. Inventory turnover ratio	Cost of Goods Sold	Average Inventory	4.01	5.35	(25.05)	-The storage capacities have increased to meet the demand and this has resulted in an increase in inventory.
f. Trade Receivables turnover ratio	Net Credit Sales	Average Trade Receivable	14.29	16.10	(11.24)	
g. Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	6.80	8.67	(21.57)	
h. Net capital turnover ratio	Net Sales	Average Working Capital	5.06	6.33	(20.06)	
i. Net profit ratio	Net Profit	Net Sales	13.29%	12.15%	9.38	
j. Return on Capital employed	Earnings before taxes	Capital Employed	20.74%	20.48%	1.27	
k. Return on investment.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	

Note No: 44 Relationship with Struck off companies

The company does not have any transaction with companies struck off under Companies Act, 2013.

Note No: 45 Benami Properties

The Company does not have any Benami Property held in its name or in the name of any other person/company. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

Note No: 46 Wilful Defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

Notes to Standalone Financial Information

Note No: 47 Undisclosed Income

There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (Such as search or survey), that has not been recorded in books of accounts.

Note No: 48 Crypto Currency

The Company has not traded or invested in Crypto currency or virtual currency during the year.

Note No: 49 Registration or Satisfaction of Charges

The Company does not have any charges or satisfaction of charges, which is yet to be registered with registrar of companies beyond the statutory period.

Note No: 50 Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an impact on current or previous financial year.

Note No: 51 Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities(intermediaries) with the understanding that the intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The Company has not received any fund from any other person(s) or entity(ies), including foreign entities(intermediaries) with the understanding (whether recorded in writing or otherwise) that the company shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

Note No: 52 Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

Note No: 53 Revaluation of Property, Plant and Equipment & Intangible Assets

The company has not revalued its Property, Plant and Equipment & Intangible Assets during the year.

Note No: 54 Significant accounting judgments, estimates and assumptions

The preparation of the Company's Standalone financial information requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These include recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and Equipment and intangible assets, valuation of inventories, measurement of recoverable amounts of cash-generating units, measurement of employee benefits, actuarial assumptions, provisions etc.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

Notes to Standalone Financial Information

A. Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements:

Lease

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on lease-by-lease basis. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods reassessed to ensure that the lease term reflects the current economic circumstances.

B. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The Company based its assumptions and estimates on parameters available when the Standalone financial information were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Contingent liabilities

The contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company. The Company evaluates the obligation through Probable, Possible or Remote model ('PPR'). In making the evaluation for PPR, the Company take into consideration the Industry perspective, legal and technical view, availability of documentation/agreements, interpretation of the matter, independent opinion from professionals (specific matters) etc. which can vary based on subsequent events. The Company provides the liability in the books for probable cases, while possible cases are shown as contingent liability. The remote cases are disclosed in the Standalone financial information.

(ii) Impairment of financial assets

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rates. The company uses judgment in making these assumptions and selecting the inputs to the impairment calculation based on the company's past history and other factors at the end of each reporting period.

(iii) Impairment of Assets

An impairment exists when the carrying value of an asset exceeds its recoverable amount. Recoverable amount is the higher of its fair value less costs to sell and its value in use. The value in use calculation is based on a discounted cash flow model. In calculating the value in use, certain assumptions are required to be made in respect of highly uncertain matters, including management's expectations of growth in EBITDA, long term growth rates; and the selection of discount rates to reflect the risks involved.

(iv) Gratuity benefits

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Notes to Standalone Financial Information

In determining the appropriate discount rate, management considers the interest rates of government bonds, and extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates for the respective countries.

(v) Taxes

Provision for tax liabilities require judgments on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax liabilities, cash tax settlements and therefore the tax charge in the statement of profit or loss.

Note No: 55 Distributions Made and Proposed

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Declare and Paid During the Year		
i) Final Dividend for FY 2024-25: Rs. 2.50 per share (FY 2023-24: Rs. 4 per share)	98.38	78.71
	98.38	**78.71**
Proposed for Approval at the Annual General Meeting (not recognised as a liability)		
ii) Final Dividend for FY 2025-26: Rs. 3 per share (FY 2024-25: Rs. 2.50 per share)	118.06	98.38
	118.06	**98.38**

Note No: 56 - Acquisition of Bikerz US Inc

The Company had entered into a stock purchase agreement dated July 22, 2024 with Bikerz Inc. for the acquisition of 100% shares of Bikerz US Inc. In terms of the stock purchase agreement, the business was acquired by the Company with effect from August 9, 2024, being the date of acquisition. The fair value of assets and liabilities acquired was determined by the Company and accounted for in accordance with Ind AS 103 - Business Combinations. Consequently, Bikerz US Inc became a wholly owned subsidiary of the Company during the previous year for a consideration of Rs. 25.61 million. During the year ended March 31, 2026, the Company made further investment in Bikerz US Inc. Accordingly, the carrying value of the Company's investment in Bikerz US Inc, being a wholly owned subsidiary, increased to Rs. 43.06 million as at March 31, 2026 as against Rs. 25.61 million as at March 31, 2025.

The reason for pursuing the overseas business acquisition was to achieve synergy and facilitate expansion, enabling cost savings, access to new capabilities, geographic diversification, and a stronger competitive position in global markets.

Details of purchase consideration

Details of the purchase consideration, net assets and goodwill recognised on acquisition during the previous year are as follows:

(Rs. in millions)

Purchase Consideration	Amount (In FC)	Purchase Consideration
Cash Paid	$ 304963	25.61

Note No: 57: Events occurring after the reporting period

There are no material adjusting or non-adjusting events after the reporting period which require disclosure or adjustment in the financial statements.

Notes to Standalone Financial Information

Note No: 58 - New and amended standards adopted by the company

The Ministry of Corporate Affairs has notified certain amendments to the Companies (Indian Accounting Standards) Rules, 2015, which are applicable for annual reporting periods beginning on or after 1 April 2025. These amendments primarily relate to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, dealing with lack of exchangeability of foreign currencies, and amendments to Ind AS 7 - Statement of Cash Flows, Ind AS 107 - Financial Instruments: Disclosures and Ind AS 12 - Income Taxes, relating to disclosure of supplier finance arrangements and international tax reform matters.

The Company has evaluated the applicability of the said amendments to its financial statements. Based on such evaluation, the adoption of these amendments has not had any material impact on the recognition, measurement, presentation or disclosure of amounts reported in these financial statements.

Note No: 59 - IND AS issued but not yet effective

The Ministry of Corporate Affairs has notified certain amendments to Ind AS 1 - Presentation of Financial Statements relating to classification of liabilities as current or non-current, including the assessment of an entity's right to defer settlement of liabilities. Certain provisions of the said amendments are applicable for annual reporting periods beginning on or after 1 April 2026.

The Company has evaluated the applicability of the above amendments based on its present facts and circumstances. Since the Company does not have any borrowings or covenant-linked financial liabilities as at 31 March 2026, the said amendments are not expected to have any material impact on the classification, presentation or disclosure of liabilities in the financial statements of the Company.

Note No: 60

Previous year figures have been rearranged or regrouped, wherever necessary.

As per our report of even date attached

For Rajan Chhabra & Co.
Chartered Accountants
FRN: 009520N

CA Rajan Chhabra
Partner
M No. : 088276

Faridabad, May 23, 2026

For and on behalf of Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN:00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Manish Mehta
Chief Financial Officer

Asha Mittal
Company Secretary

Consolidated Financial Statements

Independent Auditor's Report

To the Members of

Studds Accessories Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Studds Accessories Limited ("the Holding Company") and its wholly owned subsidiary (the Holding Company and its wholly owned subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2026, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the unaudited financial information of the subsidiary as referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2026, and its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, including the audit procedures performed by us on the financial information furnished by the Management as referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements. These matters were addressed in the context of our audit as a whole, and we do not provide a separate opinion on them.

Key Audit Matter	How our audit addressed the key audit matter
Revenue recognition relating to sale of products See Note No. 26 to the consolidated financial statements. Revenue from sale of products is recognised when control of goods is transferred to customers in accordance with contract terms. Considering the volume of transactions and the cut-off risk around dispatch/delivery terms, discounts, rebates and returns, this matter was considered to be a key audit matter.	Our audit procedures included: • understood and tested relevant controls over revenue recognition; • tested samples of sales invoices, dispatch documents, customer orders/contracts and relevant approvals; • performed year-end cut-off testing for dispatches and returns; • evaluated discounts, rebates, returns and other variable consideration, where applicable; and • assessed the adequacy of related disclosures.

Key Audit Matter	How our audit addressed the key audit matter
Valuation of inventories, including provision for slow-moving inventory See Note 9 to the consolidated financial statements. Inventories are material and are measured at lower of cost and net realisable value. Management judgment is involved in identifying slow/non-moving inventories and estimating provision/reversal. During the year, the Holding Company recognised provision of Rs. 2.17 million and reversed provision of Rs. 1.38 million, based on utilisation, salability and expected realisable value. Accordingly, this matter was considered to be a key audit matter.	Our audit procedures included: • understood and tested relevant controls over inventory valuation and provisioning; • tested ageing of inventories, on a sample basis, with inventory records; • evaluated management's basis for provision/reversal and net realisable value assessment; • checked subsequent consumption/sale of selected items; and • assessed the adequacy of related disclosures.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. The Holding Company's Management and Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated financial statements under the Act.

The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of applicable laws for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the respective entity or to cease operations, or has no realistic alternative but to do so.

The Holding Company's Board of Directors is also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- • Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements and we remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated financial statements include the unaudited financial information of one subsidiary incorporated outside India, whose financial information reflects total assets of Rs. 50.26 million as at 31 March 2026, Revenue from operations of Rs. 87.72 million and total net profit after tax of Rs. 0.42 million for the year ended on that date, as considered in the consolidated financial statements. The subsidiary is not required to be audited under the laws of the country of its incorporation. Such unaudited financial information has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, is based on such unaudited financial information furnished to us by the Management and the audit procedures performed by us.

Our opinion on the consolidated financial statements is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matter specified in paragraph 3(xxi) of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, based on our audit and based on the consideration of the unaudited financial information of the subsidiary referred to in the Other Matters section above, we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Holding Company so far as it appears from our examination of those books and relevant records. The unaudited financial information of the subsidiary incorporated outside India has been furnished to us by the Management for the purpose of preparation of the consolidated financial statements.

c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2026 and taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act. Section 164(2) of the Act is not applicable to the subsidiary incorporated outside India.

f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

3. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the remuneration paid/provided by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/provided to any director of the Holding Company is not in excess of the limits laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us. Section 197 of the Act is not applicable to the subsidiary incorporated outside India.

4. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The consolidated financial statements disclose the pending litigations on the consolidated financial position of the Group - refer Note 38 (ii) to the consolidated financial statements.

b. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. The provisions relating to transfer of amounts to the Investor Education and Protection Fund are not applicable to the subsidiary incorporated outside India.

d. (i) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the consolidated financial statements, no funds have been advanced or loaned or invested, either from borrowed funds or share premium or any other sources or kind of funds, by the Holding Company or its subsidiary to or in any person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

d. (ii) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the consolidated financial statements, no funds have been received by the Holding Company or its subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

d. (iii) Based on the audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clauses (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The dividend declared and paid during the year by the Holding Company is in compliance with Section 123 of the Act. Section 123 of the Act is not applicable to the subsidiary incorporated outside India.

f. Based on our examination, which included test checks, the Holding Company has used accounting software for maintaining its books of account for the financial year ended 31 March 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable to the subsidiary incorporated outside India.

For Rajan Chhabra & Co.
Chartered Accountants
Firm Registration Number: 009520N

CA Rajan Chhabra
Partner
Membership No.: 088276

Faridabad, May 23, 2026
UDIN: 26088276KMGGDO3200

Annexure A

Annexure A to the Independent Auditor's Report

On the Consolidated Financial Statements of Studds Accessories Limited for the year ended 31 March 2026

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

With respect to the matter specified in clause 3(xxi) of the Companies (Auditor's Report) Order, 2020, according to the information and explanations given to us and based on the report issued by us under the Order on the standalone financial statements of the Holding Company, there are no qualifications or adverse remarks in the said report. The subsidiary included in the consolidated financial statements is incorporated outside India and is not covered under the Order. Accordingly, reporting under clause 3(xxi) of the Order, insofar as it relates to such subsidiary, is not applicable.

For Rajan Chhabra & Co.
Chartered Accountants
Firm Registration Number: 009520N

CA Rajan Chhabra
Partner
Membership No.: 088276

Faridabad, May 23, 2026

Annexure B

On the Consolidated Financial Statements of Studds Accessories Limited for the year ended 31 March 2026

(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Act

Opinion

In conjunction with our audit of the consolidated financial statements of the Holding Company and its wholly owned subsidiary as of and for the year ended 31 March 2026, we have audited the internal financial controls with reference to consolidated financial statements of Studds Accessories Limited ("the Holding Company") as of that date. The subsidiary incorporated outside India is not subject to reporting on internal financial controls under Section 143(3)(i) of the Act and has not been included in the scope of our reporting under this Annexure.

In our opinion, the Holding Company has, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to consolidated financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Holding Company's Management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal financial controls with reference to consolidated financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that such internal financial controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Rajan Chhabra & Co.
Chartered Accountants
Firm Registration Number: 009520N

CA Rajan Chhabra
Partner
Membership No.: 088276

Faridabad, May 23, 2026

Consolidated Balance Sheet

(Rs. in millions)

Particulars	Notes	As at 31st March, 2026	As at 31st March, 2025
ASSETS			
Non-Current Assets			
Property Plant & Equipment	3	3,267.22	3,259.07
Capital Work in Progress (Tangible)	4	529.45	253.22
Right of use Assets	5	37.30	54.51
Intangible Assets	6	24.72	24.10
Goodwill		53.17	47.17
Intangible Assets under development	7	45.88	35.15
Financial Assets	8		
(i) Non-Current Investments	(i)	0.12	0.09
(ii) Other Financial Assets	(ii)	238.74	32.14
Total Non-Current Assets		**4,196.60**	**3,705.45**
Current Assets			
Inventories	9	750.23	562.83
Financial Assets			
- Trade Receivables	10	418.85	429.55
- Cash & Cash Equivalents	11	703.27	389.82
- Other Bank Balances	12	142.62	332.04
- Other Financial Assets	13	5.51	2.91
Other Current Assets	14	158.93	144.42
Total Current Assets		**2,179.41**	**1,861.57**
Total Assets		**6,376.01**	**5,567.02**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	15	196.77	196.77
Other Equity	16	5,032.91	4,298.00
Total Equity		**5,229.68**	**4,494.77**
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
- Non-Current Borrowings	17	36.66	31.57
- Lease Liabilities	40	25.86	44.89
- Other Non-Current Financial Liabilities	18	28.95	29.86
Non-Current Provisions	19	48.89	50.69
Deferred Tax Liability (Net)	20(a)	198.14	184.06
Total Non-Current Liabilities		**338.50**	**341.07**
Current Liabilities			
Financial Liabilities			
- Lease Liabilities	40	19.03	16.38
- Trade Payables	21		
- Total outstanding dues of MSME		170.80	78.11
- Total outstanding dues of creditors other than MSME		312.94	241.37
- Other Current Financial Liabilities	22	113.82	160.32
Other Current Liabilities	23	124.27	143.85
Current Provisions	24	25.85	20.04
Current Tax Liabilities (Net)	25	41.12	71.11
Total Current Liabilities		**807.83**	**731.18**
Total Liabilities		**1,146.33**	**1,072.25**
Total Equity and Liabilities		**6,376.01**	**5,567.02**

See accompanying notes to financial statements

As per our report of even date attached

For Rajan Chhabra & Co.
Chartered Accountants
FRN: 009520N

CA Rajan Chhabra
Partner
M No. : 088276

Faridabad, May 23, 2026

For and on behalf of Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN:00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Manish Mehta
Chief Financial Officer

Asha Mittal
Company Secretary

Consolidated Statement of Profit & Loss

(Rs. in millions)

Particulars	Notes	Year ended 31st March, 2026	Year ended 31st March, 2025
Revenue			
Revenue from Operations	26	6,342.33	5,839.51
Other Income	27	115.16	119.49
Total Income		**6,457.49**	**5,959.00**
Expenses			
Cost of Material Consumed		2,780.54	2,621.70
(Increase)/decrease in Inventories of Finished Goods and Work-in-Progress	28	(225.86)	(64.64)
Employee Benefit Expense	29	652.51	625.77
Finance Cost	30	9.06	12.17
Depreciation and Amortisation Expense	31	211.81	206.69
Other Expenses	32	1,913.24	1,607.01
Total Expenses		**5,341.30**	**5,008.70**
Profit before Tax		1,116.19	950.30
Tax Expense:	20(b)		
Current Tax		(271.12)	(235.11)
Deferred Tax		(13.13)	(18.74)
Tax relating to earlier periods		(5.41)	(0.02)
Total Tax Expense		**(289.66)**	**(253.87)**
Profit for the Year		826.53	696.43
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/(losses) on defined benefit plans		3.78	1.49
Tax Effect		(0.95)	(0.38)
Foreign Currency Translation Reserve		3.93	(0.54)
Total other comprehensive income		6.76	0.57
Total Comprehensive Income for the year		**833.29**	**697.00**
Earnings per share (face value Rs. 5/-)*	33		
- Basic EPS (in Rs.)		21.00	17.70
- Diluted EPS (in Rs.)		21.00	17.70

See accompanying notes to financial statement

As per our report of even date attached

For Rajan Chhabra & Co.
Chartered Accountants
FRN: 009520N

CA Rajan Chhabra
Partner
M No. : 088276

Faridabad, May 23, 2026

For and on behalf of Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN:00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Manish Mehta
Chief Financial Officer

Asha Mittal
Company Secretary

Consolidated Statement of Cash Flows

(Rs. in millions)

	Particulars	For the Year ended 31st March, 2026	For the year ended 31st March, 2025
A	**Cash Flow from Operating Activities**		
	Profit before Tax	1,116.19	950.30
	Adjustments for:		
	Depreciation and Amortisation Expense	211.81	206.69
	Finance Cost	9.06	12.17
	Rent Income	(0.32)	(0.32)
	Interest Income	(57.66)	(50.85)
	Provision for doubtful debts		
	Profit on Sale of Investments		
	(Profit)/loss on sale of Property, Plant and Equipment (net)	(1.14)	1.30
	Gain on termination of lease liability	-	(0.27)
	(Gain)/loss on Investments carried at Fair Value through Profit & Loss	(0.03)	0.03
	Re-measurement gains/(losses) on defined benefit plans	3.78	1.49
	Unrealised foreign exchange (gain) / loss (net)	(4.44)	(2.66)
	Foreign Currency Translation Reserve	3.93	(0.54)
	Pre acquisition adjustment	-	2.44
	Operating Profit before Working Capital changes	**1,281.18**	**1,119.78**
	Working Capital Adjustments:		
	Movement in trade & other payables	79.15	32.13
	Movement in trade & other receivables	(3.31)	(175.66)
	Movement in inventories	(187.40)	(160.64)
	Cash Generated from Operations	**1,169.62**	**815.61**
	Direct Taxes Paid and Taxes earlier years	(306.52)	(185.54)
	Net Cash Flow from Operating Activities (A)	**863.10**	**630.07**
B	**Cash Flow from Investing Activities**		
	Purchases of PPE, Intangible Assets, CWIP & Capital Vendor	(470.41)	(421.40)
	Sale proceeds from sale of PPE & Intangible Assets	2.64	3.98
	Movement in Fixed deposits and earmarked bank balances	(15.08)	(97.33)
	Rent Received	0.32	0.32
	Investment in subsidiary	(6.00)	(47.17)
	Interest Received	57.66	50.85
	Net Cash Flow from Investing Activities (B)	**(430.87)**	**(510.75)**
C	**Cash Flow from Financing Activities**		
	Repayment from Borrowings	5.09	25.44
	Dividend	(98.43)	(78.59)
	Repayment of Lease Liabilities	(16.38)	(19.88)
	Interest Paid	(9.06)	(12.17)
	Net Cash Flow from Financing Activities (C)	**(118.78)**	**(85.20)**
	Net increase in Cash and Cash Equivalents (A+B+C)	**313.45**	**34.12**
	Cash and Cash Equivalent at the beginning of the year	**389.82**	**355.70**
	Cash and Cash Equivalent at the end of the year	**703.27**	**389.82**

Consolidated Statement of Cash Flows (Contd.)

(Rs. in millions)

Particulars	As at 31st Mar, 2026	As at 31st March, 2025
Cash in hand	0.01	0.06
Balances with Bank	-	-
- in Deposit having remaining maturity for less than 3 months	672.30	363.00
- in Current accounts	30.96	26.76
Total	**703.27**	**389.82**

The above statement should be read together with significant accounting policies and notes to the consolidated financial statements.

(i) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) 7 "Statement of Cash Flow"

(ii) Cash and Cash Equivalents includes Bank Balances and Cash in hand as per Note No. 11

(iii) Figures in bracket represents cash outflow

As per our report of even date attached

For Rajan Chhabra & Co.
Chartered Accountants
FRN: 009520N

CA Rajan Chhabra
Partner
M No. : 088276

Faridabad, May 23, 2026

For and on behalf of Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN:00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Manish Mehta
Chief Financial Officer

Asha Mittal
Company Secretary

Statement of Changes in Equity

(I) EQUITY SHARE CAPITAL

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Equity shares of Rs. 5/- each		
Balance at the beginning of the year	196.77	98.38
Bonus shares issued during the year	-	98.38
Balance at the end of the year	**196.77**	**196.77**

(II) OTHER EQUITY

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
General Reserves		
Opening Balance	82.74	82.74
Addition:		
Transfer from retained earnings	-	-
Other Comprehensive Income (net of tax)	-	-
Less:		
Dividend	-	-
Utilised during the year	-	-
Closing Balance	**82.74**	**82.74**
Retained Earnings		
Opening Balance	**4,215.26**	**3,692.90**
Addition:		
Profit for the year	826.53	696.43
Pre acquisition adjustment	-	2.44
Other Comprehensive Income (net of tax)	2.83	1.12
Less:		
Transfer to General Reserve	-	-
Foreign Currency Translation Reserve	3.93	(0.54)
Dividend	(98.38)	(78.71)
Utilised during the year	-	-
On account of Issue of Bonus Shares	-	(98.38)
Closing Balance	**4,950.17**	**4,215.26**

Notes to Consolidated Financial Information

1. Corporate Information

Our Company was incorporated as 'Studds Accessories Private Limited' on February 3, 1983, under the Companies Act 1956, at Haryana, India with a certificate of incorporation granted by the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"). Our Company became a deemed public limited company in terms of Section 43(A) of the Companies Act 1956 with effect from March 31, 1990, and the word 'private' was deleted from the name of our Company. Our Company subsequently got converted into a public limited company pursuant to a special resolution dated October 22, 1994, passed by the shareholders of our Company and our name was changed to 'Studds Accessories Limited'.

We design, manufacture, market and sell two-wheeler, bicycle helmets and other accessories (such as two-wheeler luggage, gloves, helmet locking device, rain suits, riding jacket and eye wear) under the 'STUDDS' and 'SMK' brands. Our products are sold pan-India and in more than 70 countries internationally, with our key export markets situated across Europe, Asia, United States of America, Australia, South America and Africa. We also manufacture helmets for Jay Squared LLC, which are sold under the "Daytona" brand in the United States, as well as for O'Neal under their branding, supplying to markets in Europe, United States of America and Australia.

During the year ended 31 March 2026, the equity shares of the Holding Company were listed on BSE Limited and National Stock Exchange of India Limited pursuant to an initial public offering comprising entirely an offer for sale by existing shareholders. No funds were raised by the Holding Company by way of fresh issue of equity shares.

2. Basis for preparation

(a) Statement of Compliance and basis for preparation

The Consolidated Financial Statements of the Group comprise the Consolidated Balance Sheet as at 31 March 2026 and 31 March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity for the year ended 31 March 2026 and 31 March 2025, and notes to the consolidated financial statements including material accounting policies (hereinafter collectively referred to as "Consolidated Financial Statements").

These Consolidated Financial Statements have been prepared for the Group as a going concern in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India. These Consolidated Financial Statements have been approved by the Board of Directors on 23 May 2026.

The Consolidated Financial Statements for the year ended 31 March 2026 include comparative figures for the year ended 31 March 2025 and have been prepared in accordance with the requirements of the Companies Act, 2013. The consolidated annual financial results for the year ended 31 March 2026 have also been prepared in accordance with the recognition and measurement principles laid down in Ind AS and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The accounting policies have been consistently applied by the Group in preparation of the Consolidated Financial Statements and are consistent with those adopted in the preparation of the consolidated financial statements for the year ended 31 March 2025, except where a newly issued or amended accounting standard is initially adopted or a revision to an existing accounting policy is required by law or by Ind AS.

(b) Functional and presentation currency

These Consolidated Financial Statements are presented in Indian Rupees (INR), which is the company's functional and presentation currency. All amounts have been rounded off to the nearest Million, up to two decimal places, unless otherwise indicated.

(c) Basis of measurement

These financial statements have been prepared on the historical cost basis, except for net defined benefit employee obligations which is measured at the present value of defined benefit obligation.

(d) Basis of Consolidation and Equity Accounting

The Consolidated Financial Statements have been prepared in accordance with Ind AS 110 "Consolidated Financial Statements", Ind AS 112 "Disclosure of Interests in Other Entities", Ind AS 103 "Business Combinations" and other applicable Ind AS.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Holding Company's standalone financial statements. Accounting policies of consolidated entities have been aligned, wherever necessary, to ensure consistency with the policies adopted by the Group.

The financial statements are presented in INR, which is the functional currency of the Holding Company. Items

Notes to Consolidated Financial Information

included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to or has the right to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases.

The Group combines the financial statements of the Parent and its Subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gain/loss on transactions between Group companies are eliminated.

Excess of purchase consideration and the acquisition date non-controlling interest over the acquisition date fair value of identifiable assets acquired and liabilities assumed is recognized as Goodwill. Goodwill arising on acquisitions is reviewed for impairment annually. Where the fair values of the identifiable assets and liabilities exceed the cost of acquisition, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in other comprehensive income and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through other comprehensive income.

Bikerz US Inc., incorporated in the United States of America and acquired on 09 August 2024, continues to be a wholly owned subsidiary of the Holding Company. During the year ended 31 March 2026, the Holding Company made further investment in Bikerz US Inc. by subscribing to 619 shares for an aggregate consideration of Rs. 17.45 million. There are no other subsidiaries, associates or joint ventures during the reporting period.

(ii) Changes in Ownership Interests

The Group treats transactions with non-controlling interests which do not result in loss of control as transaction with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is re measured to its fair value with the change in carrying amount recognized in profit or loss. The fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest as an associate, joint venture or financial asset.

Particulars of Subsidiary Company consolidated

S. No.	Name of Company	Country of Incorporation	% Holding
1	Bikerz US Inc. (wholly owned subsidiary; acquired on 09 August 2024)	United States of America	100%

(e) Current versus non-current classification

The Group presents assets and liabilities in the consolidated statement of assets and liabilities based on current/ non-current classification.

- An asset is treated as current when it is: -
- expected to be realized or intended to be sold or consumed in the normal operating cycle, or
- held primarily for the purpose of trading, or
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalents, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- The Group classifies all other Assets as non-current.
- A liability is treated as current when it is: -

Notes to Consolidated Financial Information

- expected to be settled in the normal operating cycle, or
- held primarily for the purpose of trading, or
- due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- The Group classifies all other liabilities as non-current.
- Deferred tax assets and liabilities are classified as non-current assets and liabilities.
- The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

(f) Revenue Recognition

Revenue is recognised in accordance with Ind AS 115, Revenue from Contracts with Customers, when control of the goods is transferred to the customer and the Group has satisfied its performance obligations.

Revenue from the sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognized to the extent that it is highly probable a material reversal will not occur.

Our customers have the contractual right to return goods only when authorized by the Group. An estimate is made of goods that will be returned and a liability is recognized for this amount using a best estimate based on accumulated experience.

(i) Contract Balance

The Group recognizes contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities. Advance received from customer are included in contract liabilities.

(g) Other Income

Interest income is recognized using the effective interest rate (EIR) method.

Income from services rendered is recognized based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

(h) Expenditure

Expenses are accounted for on an accrual basis.

(i) Foreign Currency

Foreign currency transactions and balances are accounted for in accordance with Ind AS 21, The Effects of Changes in Foreign Exchange Rates.

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the presentation currency of the Group and the functional currency of the Holding Company.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items is recognized in line with the gain or loss of the item that gave rise to the translation difference (translation differences on items whose gain or loss is recognized in Other Comprehensive Income or the Statement of Profit and Loss are also recognized in Other Comprehensive Income or the Statement of Profit and Loss respectively).

(i) Foreign operations

The assets and liabilities of foreign operations (subsidiary) and fair value adjustments arising on acquisition, are translated into INR at the exchange rates at the reporting date. The income and expenses

Notes to Consolidated Financial Information

of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency differences are recognized in OCI and accumulated in the equity (as exchange differences on translating the financial statements of foreign operation), except to the extent that the exchange differences are allocated to NCI.

(j) Property, Plant and Equipment

Property, plant and equipment are recognised and measured in accordance with Ind AS 16, Property, Plant and Equipment.

Property, Plant and Equipment (PPE) are stated at cost of acquisition or construction, net of accumulated depreciation and accumulated impairment losses, if any. The cost of tangible asset includes purchase cost (net of rebates and discounts) including any import duties and non-refundable taxes, and any directly attributable costs on making the asset ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. The other repairs and maintenance of revenue are charged to the Statement of Profit and Loss during the reporting period in which they have incurred.

Capital work in progress is stated at cost less impairment. Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Freehold land is not depreciated.

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Depreciation is calculated using the straight-line method on a pro-rata basis from the date on which each asset is ready for its intended use to allocate their cost, net of their residual values, over their estimated useful lives. Depreciation is provided on estimated useful lives, as specified in Part "C" of the Schedule II of the Companies Act, 2013.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the financial year end and adjusted prospectively if appropriate.

Asset	Useful life as per Schedule II of the Companies Act, 2013 (No. of Years)	Useful life as assessed/ estimated by the Group (No. of Years)
Buildings	30	30
Plant and Machinery	15	15
Furniture and Fittings	10	10
Office Appliances	5	5
Computers	3	6
Vehicles	8	8

(k) Intangible Assets

Intangible assets are recognised and measured in accordance with Ind AS 38, Intangible Assets.

Intangible assets with definite useful life acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The Cost of Intangible assets are amortized on a straight-line basis over their estimated useful life which is as follows. Residual Value is considered as Nil in the below cases:

Nature of Assets	Estimated Useful Life
Computer software	6 years
Trademarks	Over the useful life of underlying assets
Technical Know-how	Over the useful life of underlying assets

Notes to Consolidated Financial Information

The amortization period and method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the income statement when the asset is derecognized.

(l) Borrowing Costs

Borrowing costs are accounted for in accordance with Ind AS 23, Borrowing Costs.

Borrowing cost includes interest expense as per Effective Interest Rate (EIR).

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset until such time that the assets are substantially ready for their intended use. Where funds are borrowed specifically to finance a project, the amount capitalized represents the actual borrowing costs incurred. Where surplus funds are available out of money borrowed specifically to finance project, the income generated from such current investments is deducted from the total capitalized borrowing cost. Where the funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rates applicable to relevant general borrowings of the Group during the period/year. Capitalization of borrowing costs is suspended and charged to profit and loss during the extended periods when the active development on the qualifying assets is interrupted.

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of the financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instruments but does not consider the expected credit losses.

(m) Inventories

Inventories are valued in accordance with Ind AS 2, Inventories.

Inventories are valued at the lower of cost or net realizable value, less any provisions for obsolescence. Cost is determined on the following basis: -

Raw Materials are recorded at cost on a weighted average cost formula.

Stores & spares are recorded at cost on a weighted average cost formula.

Finished goods and work-in-process are valued at raw material cost + cost of conversion and attributable proportion of manufacturing overhead incurred in bringing inventories to its present location and condition.

Scrap is valued at net realizable value.

Machinery spares (other than those qualified to be capitalized as PPE and depreciated accordingly) are charged to profit and loss on consumption.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(n) Provisions and Contingencies

Provisions, contingent liabilities and contingent assets are accounted for and disclosed in accordance with Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets.

(i) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre- tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Where the Group expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognized when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement is treated as a separate asset.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Notes to Consolidated Financial Information

(ii) Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(iii) Contingent Assets

Contingent asset being a possible asset that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, is not recognized but disclosed in the financial statements.

(o) Employee Benefits

Employee benefits are accounted for in accordance with Ind AS 19, Employee Benefits.

(i) Short-Term Obligations

Liabilities for wages and salaries including non-monetary benefits that are expected to be settled within the operating cycle after the end of the period in which the employees render the related services are recognized in the period in which the related services are rendered and are measured at the undiscounted amount expected to be paid.

(ii) Other Long-Term Employee Benefit Obligations

Liabilities for leave encashment and compensated absences which are not expected to be settled wholly within the operating cycle after the end of the period in which the employees render the related service are measured at the present value of the estimated future cash outflows which are expected to be paid using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation. Re measurement as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

(iii) Post-Employment Obligations

(iii) (a) Defined Benefit Plans

The Group has defined benefit plans namely gratuity for employees. The liability or asset recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in profit or loss.

Re-measurement of gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

(iii) (b) Defined Contribution Plans

The Group has defined contribution plans for post retirements benefits, namely, Employee Provident Fund Scheme administered through Provident Fund Commissioner. The Group's contribution is charged to revenue every year. The Group has no further payment obligations once the contributions have been paid. The Group's contribution to State Plans namely Employees' State Insurance Fund and Employees' Pension Scheme are charged to the Statement of Profit and Loss every year.

(p) Share-based Payments

As at 31 March 2026, the Group did not have any employee stock option plan or other share-based payment arrangement granted or outstanding. Accordingly, Ind AS 102, Share-based Payment, is not applicable for recognition or measurement in these financial statements.

(q) Cash and Cash Equivalents

Cash flows and cash and cash equivalents are presented in accordance with Ind AS 7, Statement of Cash Flows.

Cash and cash equivalent in the balance sheet comprise of cash at banks and on hand and deposits with a maturity of

Notes to Consolidated Financial Information

three months or less, which are subject to an insignificant risk of changes in value.

(r) Taxes

Current tax and deferred tax are accounted for in accordance with Ind AS 12, Income Taxes.

Taxes comprise of current income tax and deferred tax.

(i) Current Income Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and tax losses incurred to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(iii) Current and deferred tax for the year

Current and deferred tax are recognized in statement of profit & loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the income taxes are also recognized in other comprehensive income or directly in equity respectively.

(iv) Offsetting

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

(s) Leases

Leases are accounted for in accordance with Ind AS 116, Leases.

The Group's lease asset classes primarily consist of leases for Building & Warehousing facilities. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The contract involves the use of an identified asset
- The Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- The Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. These short-term and leases of low value assets, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are

Notes to Consolidated Financial Information

depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(t) Impairment of Non-Financial Assets

Impairment of non-financial assets is assessed and recognised in accordance with Ind AS 36, Impairment of Assets.

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an assets or cash-generating units (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such an indication exists, the Group estimates the assets or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(u) Fair Value Measurement

Fair value measurement and related disclosures are made in accordance with Ind AS 113, Fair Value Measurement.

The Group measures certain financial instruments at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Notes to Consolidated Financial Information

- **Level 2** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- **Level 3** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the consolidated financial statements on recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is material to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(v) Financial Instruments

Financial assets and financial liabilities are recognised and measured in accordance with Ind AS 109, Financial Instruments.

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

(i) Financial Assets

(i) (a) Initial recognition and measurement

All financial assets (other than equity investment in subsidiaries) are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(i) (b) Subsequent measurement

All recognized financial assets are subsequently measured in their entirety at either amortized cost using the effective interest method or fair value, depending on the classification of the financial assets.

(i) (c) Classification of Financial Assets

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

A financial asset that meets the following two conditions is measured at amortized cost unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test: the objective of the Group's business model is to hold the financial asset to collect the contractual cash flows.
- Cash flow characteristic test: the contractual term of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option:

- The business model test: the financial asset is held within a business model whose objective is achieved by both collecting cash flows and selling financial assets.
- Cash flow characteristic test: the contractual term of the financial asset gives rise on specified dates to cash flows

Notes to Consolidated Financial Information

that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit or loss.

Equity investment in Other Entities at fair value through Profit or loss (FVTPL)

Investment in equity instrument of other than subsidiaries, joint ventures and associates are classified at fair value through profit or loss, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets that do not meet the amortized cost criteria or fair value through other comprehensive income criteria are measured at fair value through profit or loss. A financial asset that meets the amortized cost criteria or fair value through Other comprehensive income criteria may be designated as at fair value through profit or loss upon initial recognition if such designation eliminates or materially reduces a measurement or recognition inconsistency that would arise from measuring assets and liabilities or recognizing the gains or losses on them on different bases.

Financial assets which are fair valued through profit or loss are measured at fair value at the end of each reporting period, with any gains or losses arising on Re measurement recognized in profit or loss.

(i) (d) Trade & Other Receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost less provision for impairment.

(i) (e) Impairment of Financial Assets

The Group assesses impairment based on expected credit losses (ECL) model to the following:

- financial assets measured at amortized cost
- financial assets measured at fair value through other comprehensive income

Expected credit losses are measured through a loss allowance at an amount equal to:

- the twelve month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within twelve months after the reporting date); or
- full lifetime expected credit losses (expected credit losses that result from all possible default event over the life of the financial instrument).

In case of trade receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance. The Group computes ECL based on a provision matrix. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates.

(i) (f) Derecognition of Financial Assets

A financial asset is derecognized only when:

- The Group has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients or
- The rights to receive cash flows from the asset has expired

(ii) Financial Liabilities

(ii) (a) Classification of Debt or Equity

Debt or equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(ii) (b) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs.

(ii) (c) Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest rate method or at fair value through Statement of Profit and Loss

Notes to Consolidated Financial Information

(ii) (d) Trade and Other Payables

Trade and other payables represent liabilities for goods or services provided to the Group prior to the end of the financial year which are unpaid.

(ii) (e) Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the Statement of Profit and Loss over the period of the borrowings using the effective interest rate method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in the Statement of Profit Loss.

(ii) (f) Derecognition of Financial Liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

(iii) Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

(w) Earnings Per Share:

Earnings per share is computed in accordance with Ind AS 33, Earnings Per Share.

Basic earnings per share are computed by dividing the net profit for the period attributable to the equity shareholders of the Holding Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resources. Diluted earnings per share is computed by adjusting the net profit attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares, if any.

(x) Dividend Distribution:

Dividend distributions are recognised in accordance with the applicable requirements of Ind AS 10, Events after the Reporting Period.

Interim dividends are recognised as a liability in the period in which they are approved by the Board of Directors of the Holding Company. Final dividends are recognised as a liability in the period in which they are approved by the shareholders of the Holding Company. Dividend recommended by the Board of Directors after the reporting date is disclosed in the notes to the financial statements and is not recognised as a liability as at the reporting date.

(y) Recent pronouncements:

The Ministry of Corporate Affairs has notified amendments to the Companies (Indian Accounting Standards) Rules, 2015 which are applicable for annual reporting periods beginning on or after 1 April 2025. These amendments primarily relate to Ind AS 21, The Effects of Changes in Foreign Exchange Rates, dealing with lack of exchangeability of foreign currencies; Ind AS 1, Presentation of Financial Statements, relating to classification of liabilities as current or non-current and related covenant disclosures; Ind AS 7, Statement of Cash Flows, and Ind AS 107, Financial Instruments: Disclosures, relating to supplier finance arrangements; and Ind AS 12, Income Taxes, relating to international tax reform / Pillar Two model rules.

Based on the evaluation carried out by the Group, the amendments applicable for the year ended 31 March 2026 do not have any material impact on the recognition, measurement, presentation or disclosure of amounts reported in these consolidated financial statements.

Further, certain amendments to Ind AS 1 relating to removal of specific carve-outs for classification of liabilities are applicable for annual reporting periods beginning on or after 1 April 2026. The Group has evaluated the likely impact of these amendments based on its present facts and circumstances. Considering that the Group does not have any covenant-linked financial liabilities outstanding as at 31 March 2026 which would materially affect classification, presentation or disclosure of liabilities, the said amendments are not expected to have a material impact on the consolidated financial statements of the Group.

Notes to Consolidated Financial Information

(z) Goodwill on Consolidation

Goodwill arising on consolidation is recognised and tested for impairment in accordance with Ind AS 103, Business Combinations, and Ind AS 36, Impairment of Assets.

- Goodwill on consolidation arises when a parent company acquires a subsidiary, and the consideration paid exceeds the fair value of the net identifiable assets acquired. It is recognized and accounted for under Ind AS 103 (Business Combinations) and Ind AS 36 (Impairment of Assets).
- Goodwill is initially recognized as the excess of: Consideration Transferred + Non-Controlling Interest + Fair Value of Previously Held Equity Interest − Net Identifiable Assets Acquired
- Goodwill is not amortized but is tested annually for impairment or more frequently if indicators of impairment exist. Impairment losses, once recognized, are not reversed in subsequent periods.
- Goodwill is presented as a separate line item under Non-Current Assets in the Balance Sheet.

(aa) Operating Segment

Operating segments are identified and disclosed in accordance with Ind AS 108, Operating Segments.

The Group operates in a single reportable business segment, i.e., manufacture and sale of helmets and accessories, in accordance with Ind AS 108 - Operating Segments. The Chief Operating Decision Maker ("CODM"), being the Managing Director/Board of Directors of the Holding Company, reviews the operations of the Group as one operating segment. Accordingly, no separate segment information is required to be presented.

(ab) Business Combinations

Business combinations are accounted for in accordance with Ind AS 103, Business Combinations.

The acquisition method of accounting is used to account for business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a business comprises the

- Fair value of asset transferred.
- liabilities incurred to the former owners of the acquired business.
- Equity interests issued by the Group; and
- fair value of any asset or liability resulting from a contingent consideration arrangement

The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration and deferred consideration, if any. The acquiree's identifiable assets and liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date. The Group recognizes any noncontrolling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the noncontrolling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred.
- amount of any non-controlling interest in the acquired entity,
- amount of pre-existing relationships with the acquiree, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired are recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognized directly in equity as capital reserve.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Notes to Consolidated Financial Information

Contingent consideration related to the business acquisitions to be transferred by the Group is recognized at fair value at the acquisition date. Contingent consideration is classified as a financial liability and measured at fair value with changes in fair value recognized in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognized in profit or loss or other comprehensive income, as appropriate.

(ac) Government grants

Government grants are accounted for in accordance with Ind AS 20, Accounting for Government Grants and Disclosure of Government Assistance.

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other operating income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset.

Exports entitlements are recognized when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Group and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

(ad) Previous year figures have been regrouped/reclassified wherever necessary to conform to the current year presentation.

Notes to Consolidated Financial Information

Note No: 3 Property, Plant & Equipment

(Rs. in millions)

Description	Freehold Land	Buildings	Plant and Machinery	Furniture and Fittings	Office Appliances	Computers	Vehicles	Total
Cost								
As at 1st April, 2024	**1,059.53**	**1,020.19**	**1,718.94**	**66.13**	**28.92**	**24.74**	**38.48**	**3,956.93**
Additions		11.16	212.84	0.38	1.51	4.95	0.47	231.31
Re-classification	-	-						-
Disposals/write off	-	-	(23.01)	-	(0.04)	(0.62)	(0.05)	(23.72)
As at 31st March, 2025	**1,059.53**	**1,031.35**	**1,908.77**	**66.51**	**30.39**	**29.07**	**38.90**	**4,164.52**
Additions	-	0.40	153.19	6.58	0.80	7.83	23.68	192.48
Re-classification	-	-	-	-	-	-	-	-
Disposals/write off	-	-	(1.25)	-	(0.05)	(1.76)	(12.39)	(15.45)
As at 31st March, 2026	**1,059.53**	**1,031.75**	**2,060.71**	**73.09**	**31.14**	**35.14**	**50.19**	**4,341.55**
Accumulated Depreciation								
As at 1st April, 2024	**-**	**143.01**	**534.53**	**28.16**	**19.07**	**12.10**	**15.69**	**752.56**
Charge for the year	-	34.48	118.55	5.94	4.32	3.93	4.12	171.34
Re-classification	-	-	-	-	-	-	-	-
Disposals/write off	-		(17.79)	-	(0.04)	(0.57)	(0.05)	(18.45)
As at 31st March, 2025	**-**	**177.49**	**635.29**	**34.10**	**23.35**	**15.46**	**19.76**	**905.45**
Charge for the year	-	34.70	128.99	5.90	3.52	4.57	5.14	182.82
Re-classification	-	-	-	-	-	-	-	-
Disposals/write off	-	-	(0.24)	-	(0.05)	(1.63)	(12.02)	(13.94)
As at 31st March, 2026	**-**	**212.19**	**764.04**	**40.00**	**26.82**	**18.40**	**12.88**	**1,074.33**
Net Book Value								
As at 31st March, 2026	**1,059.53**	**819.56**	**1,296.67**	**33.09**	**4.32**	**16.74**	**37.31**	**3,267.22**
As at 31st March, 2025	**1,059.53**	**853.86**	**1,273.48**	**32.41**	**7.04**	**13.61**	**19.14**	**3,259.07**

a) The Group has elected to measure Property, Plant and Equipment at cost less accumulated depreciation and accumulated impairment losses, if any, in accordance with IND AS 16 - Property, Plant and Equipment.

b) The depreciation charged is on the basis of straight line method with life of assets taken as per Schedule II of Companies Act, 2013.

c) No borrowings of the Group have been secured against Property, Plant and Equipment.

d) Refer note no. 38(i) for disclosure of commitment for expenditure on account of acquisition of Property, Plant and Equipment.

e) There are no title deeds of Immovable Properties, which are not held in name of the Group.

f) Property, plant and equipment and capital work-in-progress has not been pledged as security.

Notes to Consolidated Financial Information

Note No: 4 Capital Work in Progress- Tangible

(Rs. in millions)

Particulars	Amount
As at 31st March, 2024	99.52
Additions	221.91
Capitalised during the year	(68.21)
Reversal of Impairment	-
As at 31st March, 2025	**253.22**
Additions	352.72
Capitalised during the year	(76.49)
Reversal of Impairment	-
As at 31st March, 2026	**529.45**

There are no capital work in progress where completion is overdue against original planned timelines as on 31st March, 2026.

The following table presents the ageing schedule for Capital-work-in progress-

(Rs. in millions)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2026					
Projects in progress	352.72	176.73	-	-	529.45
Projects temporarily suspended	-	-	-	-	-
	352.72	**176.73**	**-**	**-**	**529.45**
As at March 31, 2025					
Projects in progress	221.91	31.31	-	-	253.22
Projects temporarily suspended	-	-	-	-	-
	221.91	**31.31**	**-**	**-**	**253.22**

Note No: 5 Right of Use Assets

(Rs. in millions)

Particulars	Amount
Cost	**Building**
As at 1st April, 2024	**155.47**
Additions	1.29
Disposals/write off	(1.41)
As at 31st March, 2025	**155.35**
As at 1st April, 2025	**155.35**
Additions	-
Disposals/write off	-
As at 31st March, 2026	**155.35**
Accumulated Depreciation	
As at 1st April, 2024	**78.20**
Additions	22.64
Disposals/write off	-
As at 31st March, 2025	**100.84**
As at 1st April, 2025	**100.84**
Additions	17.21
Disposals/write off	-
As at 31st March, 2026	**118.05**
Net Book Value	
As at 31st March, 2026	**37.30**
As at 31st March, 2025	**54.51**

Notes to Consolidated Financial Information

Note No: 6 Intangible Assets

(Rs. in millions)

Particulars	Computer Software	Trademark	Technical Know-How	Total
Cost				
As at 1st April, 2024	27.68	0.38	38.79	66.85
Additions	-	-	4.91	4.91
Re-classification	-	-	-	-
Disposals/write off	-	-	-	-
As at 31st March, 2025	**27.68**	**0.38**	**43.70**	**71.76**
Additions	-	-	12.41	12.41
Re-classification	-	-	-	-
Disposals/write off	-	-	-	-
As at 31st March, 2026	**27.68**	**0.38**	**56.11**	**84.17**
Accumulated Amortisation				
As at 1st April, 2024	13.87	0.34	20.74	34.95
Additions	3.02	-	9.69	12.71
Re-classification	-	-	-	-
Disposals/write off	-	-	-	-
As at 31st March, 2025	**16.89**	**0.34**	**30.43**	**47.66**
Additions	2.91	-	8.88	11.79
Re-classification	-	-	-	-
Disposals/write off	-	-	-	-
As at 31st March, 2026	**19.80**	**0.34**	**39.31**	**59.45**
Net Book Value				
As at 31st March, 2026	**7.88**	**0.04**	**16.80**	**24.72**
As at 31st March, 2025	**10.79**	**0.04**	**13.27**	**24.10**

a) The Company has elected to measure Intangible Assets at cost less accumulated amortisation and accumulated impairment losses, if any, in accordance with IND AS 38 - Intangible Assets.

b) The amortisation charged is on the basis of straight line method with life of assets taken as per Schedule II of Companies Act, 2013.

Note No: 7 Intangible Assets under Development

(Rs. in millions)

Particulars	Amount
As at 31st March, 2024	17.53
Additions	22.53
Capitalised during the year	(4.91)
As at 31st March, 2025	**35.15**
Additions	23.14
Capitalised during the year	(12.41)
As at 31st March, 2026	**45.88**

Notes to Consolidated Financial Information

The following table presents the ageing schedule for Capital-work-in progress-

(Rs. in millions)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at Mar 31, 2026					
Projects in progress	29.14	14.54	2.20	-	45.88
Projects temporarily suspended	-	-	-	-	
	29.14	**14.54**	**2.20**	**-**	**45.88**
As at March 31, 2025					
Projects in progress	22.53	12.62	-	-	35.15
Projects temporarily suspended	-	-	-	-	
	22.53	**12.62**	**-**	**-**	**35.15**

Note No: 8 Financial Assets

Note No: 8 (i) Non Current Investments

Particulars	Amount (Rs. in millions)	
	As at 31st March, 2026	As at 31st March, 2025
Investment in Equity Shares		
A. In Others - At FVTPL		
- Bank of Maharashtra (Face Value of Rs. 10/- each)	1,900	1,900
Number of Shares		
Amount (Rs. in millions)	0.12	0.09
Total Investments	**0.12**	**0.09**
Aggregate Value of Unquoted Investments	-	-
Aggregate Value of Quoted Investments	0.12	0.09
Aggregate Market Value of Quoted Investments	0.12	0.09
Aggregate Amount of Impairment in Value of Investments	-	-

*During the FY 24-25, the company had made investment in Bikerz US Inc. on 09.08.2024 and making it a Wholly Owned Subsidiary (WOS).

Note No: 8 (ii) Other Financial Assets (Unsecured and considered good, unless otherwise stated)

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Balances with Bank		
- in Deposit having remaining maturity for more than 12 months	212.25	7.75
Security Deposit with Vendors	26.49	24.39
Total	**238.74**	**32.14**

Note No: 9 Inventories

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Raw Materials	260.53	267.36
Raw Material in Transit	0.47	32.10
Finished Goods	324.85	215.40
Work in Progress	164.38	47.97
Total	**750.23**	**562.83**

Notes to Consolidated Financial Information

a) Inventories are valued at the lower of cost and net realizable value. The cost is determined by using Weighted Average method.

b) During the year, inventory write-downs of Rs. 2.17 million were recognized as an expense in the Statement of Profit and Loss.

c)

Cost of inventories recognised as an expense	2,554.68
- Cost of material consumed	2,779.76
- (Increase)/decrease in Finished Goods and Work-in-Progress	(225.86)
- Inventory written down to net realisable value	2.17
- Reversal of previous year write downs	(1.38)

Note No: 10 Trade Receivables

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Carried at Amortised Cost		
From Others		
- Secured, considered good	6.45	5.33
- Unsecured, considered good*	413.06	425.01
- With significant increase in credit risk	-	-
Total Receivable	**419.51**	**430.34**
Less: Provision for Expected Credit Loss	(0.66)	(0.79)
Total	**418.85**	**429.55**

No trade receivables are due from directors or other officers of the Group either severally or jointly with any other person nor any trade or receivable are due from firms or private companies respectively in which any director is a partner, a director or a member except as mentioned in note given above.

Ageing of Trade Receivables as at 31st March, 2026

(Rs. in millions)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables- considered good	416.25	2.64	0.03	0.16	-	419.08
(ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	0.43	0.43
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**416.25**	**2.64**	**0.03**	**0.16**	**0.43**	**419.51**

Notes to Consolidated Financial Information

Ageing of Trade Receivables as at 31st March, 2025

(Rs. in millions)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables- considered good	425.09	3.68	1.14	-	-	429.91
(ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	0.43	-	0.43
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**425.09**	**3.68**	**1.14**	**0.43**	**-**	**430.34**

Note No: 11 Cash and Cash Equivalents

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Cash in hand	0.01	0.06
Balances with Bank		
- in Deposit having remaining maturity for less than 3 months	672.30	363.00
- in Current accounts	30.96	26.76
Total	**703.27**	**389.82**

Note No: 12 Other Bank Balances

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Balances with Bank		
- in Deposit having remaining maturity for more than 3 months but less than 12 months	140.44	329.81
- in Unpaid Dividend account*	2.18	2.23
Total	**142.62**	**332.04**

*There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Note No: 13 Other Financial Assets (Unsecured and considered good, unless otherwise stated)

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Export Benefit Receivable	5.51	2.91
Total	**5.51**	**2.91**

Notes to Consolidated Financial Information

Note No: 14 Other Current Assets (Unsecured and considered good, unless otherwise stated)

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Advances to employees	1.58	2.36
Advance to Vendors		
- Capital Advance	58.55	20.52
- Others	10.74	15.73
Prepaid Expenses	14.85	14.76
GST/Service Tax recoverable	40.20	25.41
Recoverable IPO expenses*	7.62	29.13
Other Assets	25.39	36.51
Total	**158.93**	**144.42**

*1. Amount spent till the date of the Financial Statements: the Group has incurred expenditure of Rs. 153.66 million during the year ended 31 March 2026 (31 March 2025: Rs. 29.13 million) in connection with its Initial Public Offering ("IPO") of equity shares, which comprised entirely of an Offer for Sale ("OFS"). The expenditure primarily includes filing fees paid to BSE, NSE, CDSL and NSDL; professional fees for legal, consultancy and other advisory services; advertisement and industry report expenses; travelling expenses; registrar fees; and UPI application fees related to the IPO process. This amount is recoverable from selling shareholders.

Note No: 15 Equity Share Capital

Particulars	Number of Shares		Amount (Rs. in millions)	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Authorised Capital				
Equity shares of Rs. 5/- each	5,00,00,000	5,00,00,000	250.00	250.00
Issued Capital				
Equity share of Rs. 5/- each	3,93,53,400	3,93,53,400	196.77	196.77
Subscribed and Fully Paid up				
Equity share of Rs. 5/- each	3,93,53,400	3,93,53,400	196.77	196.77

Note - During the year ended March 31, 2025, the Group issued bonus shares in the ratio of 1:1, resulting in the issuance of 1,96,76,700 additional equity shares having face value of Rs. 5/- per share. The bonus shares were issued on January 11, 2025, following the approval of the Board of Directors. The bonus shares were issued from the retained earnings of the Group, amounting to Rs. 9,83,83,500 which has been transferred to the share capital account. As a result of the issuance of bonus shares, the total number of equity shares outstanding increased from 1,96,76,700 to 3,93,53,400.

A Reconciliation of Number of Equity Shares Outstanding

Particulars	Number of Shares		Amount (Rs. in millions)	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Balance at the beginning of the year	**3,93,53,400**	**1,96,76,700**	**196.77**	**98.38**
Add: Effect due to Share Split	-	-	-	-
Add: Effect due to Bonus Issue	-	1,96,76,700	-	98.38
Less: Cancelled during the year	-	-	-	-
Balance at the end of the year	**3,93,53,400**	**3,93,53,400**	**196.77**	**196.77**

B Rights, Preferences and Restrictions attached to Equity Shares.

The Group has one class of Equity Shares with a par value of Rs. 5/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Group after distribution of all preferential amounts, in the proportion of their holding. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividend proposed by the Board of Directors and approved by the Shareholders.

Notes to Consolidated Financial Information

C Details and Shareholders holding more than 5% Equity Shares

Particulars	Number of Shares		Percentage (%)	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Equity shares of Rs 5/- each fully paid*				
Madhu Bhushan Khurana	1,11,35,560	1,49,35,560	28.30%	37.95%
Sidhartha Bhushan Khurana	1,17,09,360	1,25,09,360	29.75%	31.79%

*As per the records of the Group, including its register of members.

- As at 31 March 2025, Mrs. Chand Khurana (part of promoter group) held 32,87,400 shares which accounted for 8.35% of fully paid-up share capital (As at 31 March 2026 held 11,87,400 shares accounted for 3.02%)

D Details of promoters' shareholding*

Particulars	Number of Shares		Percentage (%)	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Equity shares of Rs 5/- each fully paid				
Madhu Bhushan Khurana	1,11,35,560	1,49,35,560	28.30%	37.95%
Sidhartha Bhushan Khurana	1,17,09,360	1,25,09,360	29.75%	31.79%
Shilpa Arora	1,80,000	1,80,000	0.46%	0.46%

*Promoters here means Promoters as defined in Companies Act, 2013.

Note No: 16 Other Equity

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
General Reserves	82.74	82.74
Retained Earnings	4,950.17	4,215.26
Total	**5,032.91**	**4,298.00**

(A) General Reserves

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Balance	82.74	82.74
Add : Transfer during the year	-	-
Less : Utilized during the year	-	-
Closing Balance	**82.74**	**82.74**

(B) Retained Earnings

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Balance	4,215.26	3,692.90
Add : Profit for the year	826.53	696.43
Add : Pre acquisition adjustment	-	2.44
Add : Foreign Currency Translation Reserve	3.93	(0.54)
Add : Other comprehensive income/(loss) for the year	2.83	1.12
Less : Dividend Paid	(98.38)	(78.71)
Less : On account of Issue of Bonus Shares	-	(98.38)
Closing Balance	**4,950.17**	**4,215.26**

Notes to Consolidated Financial Information

a) General reserve

The Group had transferred a portion of the net profit to general reserve pursuant to the earlier provisions of Companies Act, 1956.

b) Retained Earnings

Retained earnings are the profits that the Group has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

Note No: 17 Non-Current Borrowings

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
At Amortised Cost		
Other Loan	36.66	31.57
Total	**36.66**	**31.57**
Less: Current Maturities on Non Current Borrowings		
- Other Loan	-	-
Total	**-**	**-**
Total Non-Current Borrowings	**36.66**	**31.57**

Note No: 18 Non-Current Financial Liabilities

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
At amortised cost		
Security Deposit from Dealers	28.95	29.86
Total	**28.95**	**29.86**

Note No: 19 Non-Current Provisions

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits		
- Gratuity	37.65	39.62
- Leave Encashment	11.24	11.07
Total	**48.89**	**50.69**

Note No: 20 Deferred Tax Liability (Net)

a) Deferred Tax Liabilities (Net)

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Net Deferred Tax Liabilities/(Asset)	198.14	184.06
Total	**198.14**	**184.06**

Notes to Consolidated Financial Information

Movement of deferred tax liabilities

As at March 31, 2026

(Rs. in millions)

Movement of temporary differences	As at April 1, 2025	Recognised in Profit or Loss	Recognised in Other Comprehensive Income	As at 31st March, 2026
Impact of difference between depreciation	205.81	13.17	-	218.98
Provision for employee benefits	(17.79)	(1.96)	-	(19.75)
Impact of Leases	(1.70)	(0.21)	-	(1.91)
Remeasurements gain/(loss) of the net defined benefit plans	0.38	-	0.95	1.33
Expected Credit Loss	(0.20)	0.03	-	(0.17)
Others	(2.44)	2.10	-	(0.34)
Net Deferred Tax Liability/(Asset)	**184.06**	**13.13**	**0.95**	**198.14**

As at March 31, 2025

(Rs. in millions)

Movement of temporary differences	As at April 1, 2024	Recognised in Profit or Loss	Recognised in Other Comprehensive Income	As at 31st March, 2025
Impact of difference between depreciation	182.85	22.96	-	205.81
Provision for employee benefits	(16.16)	(1.63)	-	(17.79)
Impact of Leases	(1.08)	(0.62)	-	(1.70)
Remeasurements gain/(loss) of the net defined benefit plans	-	-	0.38	0.38
Expected Credit Loss	-	(0.20)	-	(0.20)
Others	(0.67)	(1.77)	-	(2.44)
Net Deferred Tax Liability/(Asset)	**164.94**	**18.74**	**0.38**	**184.06**

b) Income Tax Expenses

Amounts recognised in the consolidated statement of profit and loss:

(Rs. in millions)

Particulars	For the year ended 31st Mar, 2026	For the year ended 31st Mar, 2025
Current tax expense		
- Current year	271.12	235.11
- Tax related to Earlier Periods	5.41	0.02
Deferred tax expense/(income) attributable to		
- Origination and reversal of temporary differences	13.13	18.74
Tax Expense	**289.66**	**253.87**

Amounts recognised in other comprehensive income

(Rs. in millions)

Particulars	For the year ended 31st Mar, 2026	For the year ended 31st Mar, 2025
Items that will not be reclassified to profit or loss		
Remeasurements of defined benefit liability/asset		
- Before tax	(3.78)	(1.49)
- Tax Benefits	0.95	0.38
- FCTR	(3.93)	0.54
Net of tax	**(6.76)**	**(0.57)**

Notes to Consolidated Financial Information

Reconciliation of effective tax rate

(Rs. in millions)

Particulars	For the year ended 31st Mar, 2026	For the year ended 31st Mar, 2025
Profit before tax	1,116.19	950.30
Tax at statutory rate (25.168%)	280.92	239.17
Tax effect of :		
Expenses not deductible for tax purposes	0.00	3.82
Deductions under Chapter VI-A	(1.71)	(1.64)
Others	10.45	12.52
Tax expense recognised in Profit and Loss	**289.66**	**253.87**
Effective Tax Rate	**25.95%**	**26.71%**

Note No: 21 Trade Payables

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
At Amortised Cost		
Dues owed to Micro, Small and Medium Enterprises*	170.80	78.11
Dues owed to Other than MSMEs	312.94	241.37
Total	**483.74**	**319.48**

* The classification of dues to Micro, Small and Medium Enterprises is based on the registration status intimated by suppliers under the Micro, Small and Medium Enterprises Development Act, 2006. In the absence of such intimation, creditors have been classified under " Dues owed to Other than MSMEs (Refer Note No. 34)

Ageing of Trade Payables as at 31st March, 2026

(Rs. in millions)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	170.10	-	-	-	170.10
(ii) Others	312.65	0.29	-	-	312.94
(iii) Disputed dues – MSME	-	-	-	0.70	0.70
(iv) Disputed dues - Others	-	-	-	-	-
Total	**482.75**	**0.29**	**-**	**0.70**	**483.74**

Ageing of Trade Payables as at 31st March, 2025

(Rs. in millions)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	77.34	0.07	-	-	77.41
(ii) Others	241.36	0.01	-	-	241.37
(iii) Disputed dues – MSME	-	-	0.70	-	0.70
(iv) Disputed dues - Others	-	-	-	-	-
Total	**318.70**	**0.08**	**0.70**	**-**	**319.48**

Notes to Consolidated Financial Information

Note No: 22 Other Current Financial Liabilities

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
At Amortised Cost		
Payables on purchase of Property, Plant & Equipment	6.12	27.54
Employee Related Liabilities*	87.69	76.76
Expenses Payable	17.88	53.84
Unpaid Dividend	2.13	2.18
Total	**113.82**	**160.32**

* Include payable to related parties of Rs. 27.77 million as at 31st March, 2026 (Rs. 26.65 million as at 31st March, 2025). Refer Note No. 37 for details.

Note No: 23 Other Current Liabilities

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Advances received from Customers	67.26	62.96
Statutory Dues	57.01	80.89
Total	**124.27**	**143.85**

Note No: 24 Current Provisions

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits		
- Gratuity	21.90	17.13
- Leave Encashment	3.95	2.91
Total	**25.85**	**20.04**

Note No: 25 Current Tax Liabilities

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Income Tax Payable	41.12	71.11
Total	**41.12**	**71.11**

Note No: 26 Revenue from operations

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Sale of Goods		
- Inland Sales	5,272.12	5,041.30
- Exports Sales	1,286.26	972.19
Total Sales	**6,558.38**	**6,013.49**
Less : Discount & Incentives	216.05	173.98
Net Sales	**6,342.33**	**5,839.51**

Note No: 26.1 Disaggregation of revenue from contracts with customers

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Timing of revenue recognition		
Products transferred at a point in time	6,342.33	5,839.51
Revenue from operations (as reported in Note 25)	**6,342.33**	**5,839.51**

Notes to Consolidated Financial Information

Note No: 26.2 Geographic disaggregation of revenue from contracts with customers

(Rs. in millions)

Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025
Revenue from contracts with customers		
Within India	5,066.13	4,867.32
Outside India	1,276.20	972.19
Total revenue	**6,342.33**	**5,839.51**

Note No: 26.3 Reconciliation of revenue recognised in the statement of Profit and Loss with the contracted price

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Revenue as per contracted price (goods)		
- Inland Sales	5,272.12	5,041.30
- Exports Sales	1,286.26	972.19
Total Sales	**6,558.38**	**6,013.49**
Less : Discount & Incentives	216.05	173.98
Revenue from contracts with customers	**6,342.33**	**5,839.51**

Note No: 26.4 Contract Balances

The following table provides information about receivables and contract liabilities from contract with customers

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Contract Liabilities		
Advance from customers (refer note no. 22)	67.26	62.96
Receivables		
Trade Receivables (refer note no. 10)	418.85	429.55

Receivables is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer in advance.

Note No: 26.5 Payment Terms

For Domestic Transactions - The company offers specific credit period to customers and payment for the sale is made as per the agreed credit terms, which may include advance payment in certain cases. The credit term ranges between 0 to 180 days from the date of invoice/goods receipt date.

For Export Transactions - Exports are made generally on advance, Letter of Credit (LC), Document against Payment. For certain customers, the credit term ranges between 0 to 180 days from the date of invoice/goods receipt date.

Note No: 26.6 Performance Obligations

The performance obligation for sale of product is considered as fulfilled according to the terms agreed with the respective customer.

Note No: 26.7

The performance obligations are part of contracts that have an original expected duration of less than one year. Therefore, the company has used the practical expedient to not disclose the transaction price allocated to remaining performance obligations.

Notes to Consolidated Financial Information

Note No: 26.8 Advance Movement

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Opening balance – Contract liabilities / Advance from customers	62.96	59.12
Add: Advance received during the year	66.59	62.40
Less: Revenue recognized during the year (to the extent of contract liability)	(62.39)	(58.58)
Add/(Less): Adjustments (e.g. exchange difference, contract modifications)	0.10	0.02
Closing balance – Contract liabilities / Advance from customers	**67.26**	**62.96**

Note No: 27 Other Income

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Interest Income	57.66	50.85
Service Income-Domestic	2.50	2.59
Miscellaneous Income	5.45	28.49
Export Incentive	22.86	18.00
Profit on sale of property, plant and equipment (net)	1.14	-
Profit on account of Currency Fluctuation	25.52	19.56
Gain on Investments carried at Fair Value through Profit & Loss	0.03	-
Total	**115.16**	**119.49**

Note No: 28 (Increase)/decrease in Inventories of Finished Goods and Work-in-Progress

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Inventory at the beginning of the year		
Finished Goods	215.40	176.69
Work in Progress	47.97	22.04
Total	**263.37**	**198.73**
Less: Inventory at the end of the year		
Finished Goods	324.85	215.40
Work in Progress	164.38	47.97
Total	**489.23**	**263.37**
Net (Increase)/Decrease	**(225.86)**	**(64.64)**

Note No: 29 Employee Benefit Expenses

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Salaries, Wages and Bonus	571.11	551.69
Contribution to Provident Fund & Other Fund	27.81	28.89
Employees Welfare Expenses	53.59	45.19
Total	**652.51**	**625.77**

Notes to Consolidated Financial Information

Note No: 30 Finance Cost

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Interest on:		
- Term Loan	1.66	0.52
- Cash Credit / Overdraft*	0.02	0.06
- Vehicle Loan	-	0.32
- Delayed Payment to MSME	1.03	2.91
- Dealer Security Deposit	1.49	1.48
- Lease Liability	4.86	6.88
Total	**9.06**	**12.17**

*The Group has an overdraft facility of Rs 200 million sanctioned by HDFC Bank against FDR. The said facility remained un-utilised as at 31 March 2026 and no amount was outstanding against it at the year end.

Note No: 31 Depreciation and Amortisation Expense

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Depreciation of Property, Plant & Equipment	182.81	171.34
Amortisation of Right of use assets	17.21	22.64
Amortisation of intangible assets	11.79	12.71
Total	**211.81**	**206.69**

Note No: 32 Other Expenses

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Labour Charges	542.86	456.58
Power & Fuel	280.40	261.88
Consumable Stores	144.04	132.66
Cartage Outward	361.37	322.89
Insurance Expenses	16.53	10.96
Repair and Maintenance		
- Plant & Machinery	67.36	66.81
- Building	10.30	6.94
- Others	5.60	8.76
Payment to Auditors	0.55	0.55
Legal & Professional Expenses	35.06	28.05
Corporate Social Responsibility (CSR) expenses	14.60	10.88
Travelling & Conveyance Expenses	21.40	19.74
Security & housekeeping Exp	25.70	28.67
Commission on Sales	76.38	49.14
Advertisement & Sales Promotion	161.67	116.53
Loss on Sale of Assets	-	1.30
Bank Charges	1.58	1.47
Interest on Taxes	9.00	-
Loss on Investments carried at Fair Value through Profit & Loss	-	0.03
Miscellaneous Expenses	138.84	83.17
Total	**1,913.24**	**1,607.01**

Notes to Consolidated Financial Information

Note No: 33 Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing profit for the year attributable to equity holders of the Group by weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing profit attributable to equity holders of the Group by weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares, unless the effect of potential dilutive equity share is antidilutive.

The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Profit after tax for calculation of EPS (Rs. In million) (A)	**826.53**	**696.43**
Number of equity shares	3,93,53,400	1,96,76,700
Add: Effect of Bonus issue	-	1,96,76,700
Number of equity shares for calculating basic & diluted EPS (B)	**3,93,53,400**	**3,93,53,400**
Face Value per share (Amount in Rs.)	5.00	5.00
Basic Earning per share (Amount in Rs.) (A/B)	**21.00**	**17.70**
Diluted Earning per share (Amount in Rs.) (A/B)	**21.00**	**17.70**

Note -1) During the previous year ended March 31, 2025, the Group had issued bonus shares in the ratio of 1:1, resulting in the issuance of 1,96,76,700 additional equity shares having face value of Rs. 5/- per share. The bonus shares were issued on January 11, 2025, following the approval of the Board of Directors. The bonus shares were issued from the retained earnings of the Group, amounting to Rs. 9,83,83,500 which was transferred to the share capital account. As a result of the issuance of bonus shares, the total number of equity shares outstanding increased from 1,96,76,700 to 3,93,53,400.

2) the Group does not have any potential equity shares during the year ended 31 March 2026 and 31 March 2025. Hence, basic and diluted EPS are the same.

Note No: 34 Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Principal amount remaining unpaid to micro and small enterprise suppliers as at year end	170.80	78.11
Interest due on delayed payments remaining unpaid as at year end	0.02	0.28
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payments to suppliers which were paid beyond the appointed day during the year, but without adding the interest specified under the MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid as at year end	1.03	2.91
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	-	-

Notes to Consolidated Financial Information

Note No: 35 Segment Information

The company is primarily engaged in the business of "manufacturing and sale of helmets and two wheeler accessories" which in context of Ind AS 108 "Operating Segments" as referred to in Companies (Indian Accounting Standards) Rules, 2015 is considered as the only Operating Segment. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM'). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as Board of Directors of the company.

Geographical information

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Revenue from external customers		
Within India	5,066.13	4,867.32
Outside India	1,276.20	972.19
Total revenue	**6,342.33**	**5,839.51**

The revenue information is based on location of customers and excluding other operating revenue.

Non-current operating assets

The total of non-current assets other than financial instruments and deferred tax assets broken down by location of the assets is shown below-

Particulars	As at 31st March, 2026	As at 31st March, 2025
India	3,957.74	3,673.23
Outside India	-	-
Total	**3,957.74**	**3,673.23**

Information about major customers

The company has no single customer who contributed 10% or more to the total revenue during the year.

Note No: 36 Disclosure relating to Corporate Social Responsibility (CSR) Expenditure

In light of Section 135 of the Companies Act, 2013 the Group has carried out the following expenses on Corporate Social Responsibility (CSR) activities:-

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
(i) Gross amount required to be spent by the Group during the year	14.60	10.88

(Rs. in millions)

Particulars	Paid	Unspent at Year end	Total
(ii) Amount spent during the period ending on 31st March, 2026:			
1. Construction/acquisition of any asset	-	-	-
2. On purposes other than above	14.60	-	14.60
(iii) Amount spent during the year ending on 31st March, 2025:			
1. Construction/acquisition of any asset	-	-	-
2. On purposes other than above	10.88	-	10.88

Notes to Consolidated Financial Information

Nature of Activities taken under CSR :

The CSR activities undertaken by the Group during the year primarily relate to promoting healthcare, including preventive healthcare and providing medical assistance and support for surgeries for underprivileged children and adults; promoting education including and by supporting school fees and after-school tuitions; supporting menstrual hygiene and village sanitation initiatives; and environmental sustainability initiatives, including the maintenance of public spaces.

Note No: 37 Related Party Disclosures

The list of related parties as identified by the management is as under:

Wholly Owned Foreign Subsidiary Company:

- Bikerz US Inc.

*On 22.07.2024, the Group has purchased 100% shares of Bikerz US Inc from Bikerz Inc. Bikerz US Inc became WOS of Studds Accessories Limited w.e.f. 09.08.2024.

Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence

- Studds Foundation
- Bikerz INC (formerly known as Studds Canada)
- Bikerz US Inc. (up to 08.08.2024)

Key Management Personnel & their Relatives:

- Mr. Madhu Bhushan Khurana	Chairman and Managing Director
- Mrs. Chand Khurana	Wife of Chairman and Managing Director
- Mr. Sidhartha Bhushan Khurana	Managing Director
- Mrs. Garima Khurana	Wife of Managing Director
- Mrs. Shilpa Arora	Daughter of Chairman and Managing Director (Whole-time director w.e.f. 24/08/2024)
- Mrs. Pallavi Saluja (resigned w.e.f. 21/11/2024)	Independent Director
- Mr. Shanker Dev Choudhry (resigned w.e.f. 21/11/2024)	Independent Director
- Mr. Pankaj Duhan	Independent Director
- Mrs. Deepshikha Singla (appointed w.e.f 15/11/24)	Independent Director
- Mr. Shishira Rudrappa (appointed w.e.f 15/11/24)	Independent Director
- Mr. Manish Mehta	Chief Financial Officer
- Mrs. Asha Mittal (appointed w.e.f. 02/03/2024)	Company Secretary

Notes to Consolidated Financial Information

37.1 Following transactions were carried out with related parties in the ordinary course of business during the year ended 31st Mar, 2026 and 31st Mar, 2025:-

(Rs. in millions)

S. No.	Name of the Party	Nature of Transaction	Year ended 31st March, 2026	Year Ended 31st March, 2025
1	**Enterprise with Significant Influence**			
	Bikerz US Inc. (01.04.24 to 08.08.24)	Sale of Goods	-	10.15
		Marketing Support Services availed	-	0.90
		Balance Receivable/(Payable)	-	9.99
	Bikerz Inc.	Purchase of 100% Shares of Bikerz US Inc.	-	25.61
2	**Key Management Personnel & their Relatives**			
	Mr. Madhu Bhushan Khurana	**Director's Remuneration:**		
		- Short-term employee benefits	27.99	29.81
		- Dividend	37.34	39.47
		- Balance Receivable/(Payable)	(9.75)	(10.75)
	Mrs. Chand Khurana	**Salary:**		
		- Short-term employee benefits	4.54	4.02
		- Dividend	8.22	6.57
		- Balance Receivable/(Payable)	(0.29)	(0.35)
	Mr. Sidhartha Bhushan Khurana	**Director's Remuneration:**		
		- Short-term employee benefits	27.28	30.75
		- Dividend	31.27	15.42
		- Balance Receivable/(Payable)	(9.75)	(10.75)
	Mrs. Garima Khurana	**Salary:**		
		- Short-term employee benefits	2.43	2.11
		- Dividend	0.18	0.14
		- Balance Receivable/(Payable)	(0.22)	(0.19)
	Mrs. Shilpa Arora	**Director's Remuneration:**		
		- Short-term employee benefits	14.87	8.30
		- Dividend	0.45	0.36
		- Balance Receivable/(Payable)	(7.76)	(4.61)
	Mrs. Pallavi Saluja	Sitting Fees	-	0.05
	Mr. Shanker Dev Choudhry	Sitting Fees	-	0.05
	Mr. Pankaj Duhan	Sitting Fees	0.10	0.08
	Mrs. Deepshikha Singla	Sitting Fees	0.21	0.02
	Mr. Shishira Rudrappa	Sitting Fees	0.29	0.04
	Mr. Manish Mehta	Salary	5.09	4.69
	Mrs. Asha Mittal	Salary	2.00	1.50

37.2 Transactions and balances within group (these transactions got eliminated in Consolidated Financial Information)*

(Rs. in millions)

Bikerz US Inc. (figures for year ended March 2025 include transactions from 09.08.24** to 31.03.25)	Sale of Goods	47.24	13.37
	Service rendered	-	3.10
	Warranty Expenses	-	2.47
	Investment in Subsidiary	17.45	25.61
	Balance Receivable/(Payable)	31.97	17.53

*As per Schedule VI (Para 11(I)(A)(i)(g)) of SEBI ICDR Regulations

**Date of acquisition

Notes to Consolidated Financial Information

Note No: 38 Commitments and Contingencies

(i) Commitments (Net of Advances)

Estimated amount of contracts remaining to be executed on capital account and not provided for are as follows:-

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Estimated amount of contracts remaining to be executed on capital account and not provided for	61.19	22.56

(ii) Contingent Liabilities

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
a) Claims against the company not acknowledged as debt;		
Claims against the company lodged by various parties (Includes Labour & Vendors)	2.74	2.70
(b) Guarantees excluding financial guarantees;		
(c) Other money for which the Group is contingently liable		
Service Tax demand	3.17	3.17
Goods and Services Tax demand - FY 20-21	2.57	2.57
Goods and Services Tax demand - FY 18-19	3.30	3.30
Income Tax demand - AY 20-21	4.18	4.55
Bank Guarantees/Letter of Credits	20.90	56.18
Total	**36.86**	**72.47**

(a) The Group does not expect any material financial impact in respect of the above contingent liabilities. However, the timing and amount of any outflow will depend upon future developments.

(b) In addition to above, there are certain cases against the Group, the amount of which can not be quantified.

Note No: 39 Employee Benefits

(A) Defined Contribution Plans as per Ind AS 19 Employee Benefits:

Contribution to Defined Contribution Plan recognised as expense is as under:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Employer's Contribution to Provident Fund & Pension*	22.21	22.50
Employer's Contribution to ESI*	4.89	5.59

*Included in Contribution to provident and other funds under Employee Benefits Expense (Refer Note No. 29).

(B) Defined Benefit Plans and Other Long Term Benefits as per Ind AS 19 Employee Benefits:

With effect from 21 November 2025, the Government of India has implemented the four Labour Codes, including the Code on Social Security, 2020, which subsumes, inter alia, the erstwhile Payment of Gratuity Act, 1972. During the year, the Group evaluated the impact of the Labour Codes on its employee benefit obligations, including gratuity and other applicable long-term employee benefits. The actuarial valuation obtained by the Group for the year ended 31 March 2026 has considered the applicable provisions of the Labour Codes to the extent relevant. Based on such assessment and valuation, the impact on the financial statements is not material and has been recognised wherever applicable.

Notes to Consolidated Financial Information

I. Disclosures in Respect of Gratuity:

(i) Present value of Defined Benefit Obligation:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Present value of obligation as at the beginning	56.75	51.53
Interest Cost	3.83	3.61
Past Service Cost	-	-
Current Service Cost	6.83	6.54
Benefits Paid	(4.08)	(3.44)
Re-measurement (or Actuarial) (Gain)/Loss	(3.78)	(1.49)
Present Value of Obligation as at the end	**59.55**	**56.75**
Current Liability	**21.90**	**17.13**
Non-Current Liability	**37.65**	**39.62**

(ii) Fair Value of Plan Assets:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Fair Value of Plan Assets as at the beginning	-	-
Interest Income	-	-
Employer's Contribution	-	-
Benefits Paid	-	-
Actuarial Gains/(Losses)	-	-
Fair Value of Plan Assets as at the end	-	-

(iii) Assets and Liabilities recognized in the Balance Sheet:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Present Value of Obligation at the end	59.55	56.75
Fair Value of Plan Assets at the end	-	-
Amount recognised in Balance Sheet	**59.55**	**56.75**

(iv) Net Employee Benefit Expense (recognized in Employee Cost):

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Current Service Cost	6.83	6.54
Past Service Cost	-	-
Net Interest Cost on Net Defined Benefit Liability	3.83	3.61
Net Benefit Expense recognized in Statement of Profit and Loss	**10.66**	**10.15**

(v) Amount recognised in Other Comprehensive Income:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Actuarial (Gain)/Loss arising from:		
Effect of experience adjustment (Gains)/Losses	4.92	(2.15)
Difference in Present Value of Obligations	(8.70)	0.66
Components of defined benefit costs recognised in other comprehensive income	**(3.78)**	**(1.49)**

Notes to Consolidated Financial Information

(vi) Funding Pattern

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
	-	-

(vii) The principal assumptions used in determining defined benefit obligations are shown below:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Discount Rate	7.06%	7.00%
Attrition Rate	20.00%	12.00%
Salary Growth Rate	20%/8.50%	10.00%
Mortality Rate	IAL 2012-14	IAL 2012-14

The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, including the impact of revision in basic minimum wages notified by the Govt. of Haryana w.e.f. 01.04.2026. Accordingly, the salary escalation rate has been considered at 20% for immediate impact of such revision and 8.50% thereafter.

(viii) A quantitative sensitivity analysis for significant assumption

(a) Discount Rate

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Change in assumption (1 % p.a. increase)		
Impact on defined benefit obligation	(1.74)	(2.64)
Change in assumption (1 % p.a. decrease)		
Impact on defined benefit obligation	1.89	2.94

(b) Salary growth rate

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Change in assumption (2.50 % p.a. increase) (PY 2% p.a. increase)		
Impact on defined benefit obligation	5.17	7.58
Change in assumption (2.50 % p.a. decrease) (PY 2% p.a. decrease)		
Impact on defined benefit obligation	(4.47)	(6.09)

(c) Attrition Rate

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Change in assumption (2 % p.a. increase)		
Impact on defined benefit obligation	(0.40)	(1.10)
Change in assumption (2 % p.a. decrease)		
Impact on defined benefit obligation	0.44	1.33

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Notes to Consolidated Financial Information

(ix) Defined benefit liability and employer contributions

Expected benefit payments are as follows:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Within the next 12 months	23.10	17.29
Between 2 and 5 years	26.80	18.82
Between 5 and 10 years	22.39	17.32
After 10 years	7.60	33.70

(x) Risk exposure

The gratuity scheme is a final salary Defined Benefit Plan that provides for lump sum payment made on exit either by way of retirement, death, disability, voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The plan design means the risk commonly affecting the liabilities and the financial results are expected to be:-

(a) Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds, if bond yield falls, the defined benefit obligation will tend to increase.

(b) Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.

(c) Demographic risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to long career employee.

II. Disclosures in Respect of Leave Encashment and Compensated Absences (Unfunded):

(a) Movement in the present value of the defined benefit obligation:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Present Value of Obligation at the beginning	13.98	12.42
Current Service Cost	9.42	7.37
Interest Cost	0.73	0.64
Re-measurement (or Actuarial) (Gain)/Loss	(1.97)	0.74
Benefits Paid	(6.97)	(7.19)
Present Value of Obligation as at the end	**15.19**	**13.98**
Current Liability	**3.95**	**2.91**
Non-Current Liability	**11.24**	**11.07**

(b) Net Employee Benefit Expense (recognized in Employee Cost):

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Current Service Cost	9.42	7.37
Past Service Cost	-	-
Interest Cost	0.73	0.64
Re-measurement (or Actuarial) (Gain)/Loss	(1.97)	0.74
Net benefit expense recognized in statement of Profit and Loss	**8.18**	**8.75**

Notes to Consolidated Financial Information

(c) The principal assumptions used in determining defined benefit obligations are shown below:

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Discount Rate	7.06%	7.00%
Attrition Rate	20.00%	12.00%
Salary Growth Rate	20%/8.50%	10.00%
Mortality Rate	IAL 2012-14	IAL 2012-14

The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, including the impact of revision in basic minimum wages notified by the Govt. of Haryana w.e.f. 01.04.2026. Accordingly, the salary escalation rate has been considered at 20% for immediate impact of such revision and 8.50% thereafter.

(d) Reconciliation of Fair Value of Assets and Obligation:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Fair Value of Plan Assets at the end	-	-
Present Value Obligation at the end	15.19	13.98
Amount Recognised in Balance Sheet	**15.19**	**13.98**

Note No: 40 Lease related disclosures

The Group has lease for manufacturing facility. With the exception of short-term leases, leases of low-value underlying assets and leases with variable lease payments, the lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. the Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

The lease generally imposes a restriction that, unless there is a contractual right for the Group to sublease the asset to another party, the right-of-use asset can only be used by the Group. It also contains an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group is required to pay maintenance fees in accordance with the lease contract.

A) Lease Liabilities

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Current	19.03	16.38
Non-Current	25.86	44.89
Total	**44.89**	**61.27**

B) Amount recognised in Statements of Profit & Loss:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Depreciation on right-of-use assets	17.21	22.64
Interest on lease liabilities	4.86	6.88
Rental expenses relating to short term leases and Low value assets	-	-
Total	**22.07**	**29.52**

Notes to Consolidated Financial Information

C) Amount recognised in Statements of cash flows:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Total Cash out flow for the leases	(16.38)	(19.88)

D) The weighted average incremental borrowing rate applied to lease liabilities as at 1st April, 2025 is 9%.

E) Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments are as follows:

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Within 1 year	22.30	21.24
1-2 years	23.42	22.30
More than 2 Years	3.93	27.35
Undiscounted lease liability	**49.65**	**70.89**

F) There are no variable lease payments considered in the initial measurement of the lease liability and asset.

G) Extension and termination options are included in the lease agreement. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the lessor. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

Note No: 41 Fair value measurements

41.1 Financial Instruments by category are as below-

(Rs. in millions)

Particulars	31st March, 2026		31st March, 2025	
	Amortised Cost	FVTPL	Amortised Cost	FVTPL
Financial Assets				
Non-Current Investments*	-	0.12	-	0.09
Trade Receivables	418.85	-	429.55	-
Cash & Cash Equivalents	703.27	-	389.82	-
Other Bank Balances	142.62	-	332.04	-
Other Financial Assets	244.25	-	35.05	-
Total Financial Assets	**1,508.99**	**0.12**	**1,186.46**	**0.09**
Financial Liabilities				
Non-Current Borrowings	36.66	-	31.57	-
Other Non-Current Financial Liabilities	28.95	-	29.86	-
Current Borrowings	-	-	-	-
Trade Payables	483.74	-	319.48	-
Other Current Financial Liabilities	113.82	-	160.32	-
Total Financial Liabilities	**663.17**	**-**	**541.23**	**-**

*Non-Current Investments exclude investment in subsidiary amounting to Rs. 43.06 million (as at 31.03.2025: Rs 25.61 million) which is measured at cost in the standalone financial statements in accordance with the Group's accounting policy.

Notes to Consolidated Financial Information

41.2 Fair value hierarchy

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the Company's financial assets :-

(Rs. in millions)

Particulars	31st March, 2026	31st March, 2025
Financial Assets	-	-
Financial investments as FVTPL	-	-
Investment in Quoted Shares (Level 1)	0.12	0.09
Investment in Unquoted Shares (Level 3)	-	-

41.3 Methods and assumptions

(a) the Group's investment in equity shares of Bank of Maharashtra is measured at fair value through P&L, based on quoted market prices as on the reporting date. This investment is classified as Level 1 in the fair value hierarchy.

All other financial assets and liabilities, including trade receivables, cash and cash equivalents, other bank balances, fixed deposits (including those with maturity over 12 months), security deposits with vendors, borrowings, lease liabilities, trade payables and other financial liabilities, are measured at amortised cost.

No transfers occurred between fair value hierarchy levels during the year.

Note No: 42 Financial risk management objectives and policies

The Group's activities expose it to market risk, liquidity risk and credit risk. This note explains the source of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements. The Board of Directors has overall oversight of the Group's financial risk management. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include investments, foreign currency receivables and payables and borrowings.

The sensitivity analysis in the following sections relate to the position as at 31st March, 2026 and 31st March, 2025.

The analysis exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.

The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of 31st March, 2026 and 31st March, 2025.

Notes to Consolidated Financial Information

i) Interest Rate Risk

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. company's financial liabilities comprises mainly of interest-bearing deposits with dealers, however, these are not exposed to risk of fluctuation in market interest rate as the rates are fixed at the time of contract/agreement and do not change for any market fluctuation.

ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. the Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

Foreign Currency Exposure that have not been hedged by derivative Instrument are given below.

Figures in million

Liabilities/Assets	FOREIGN CURRENCY	
	As at 31st March, 2026	As at 31st March, 2025
Liabilities		
USD	0.60	1.73
EURO	0.30	0.22
Assets		
USD	1.20	1.10
EURO	0.02	0.21

(Rs. in millions)

Liabilities/Assets	INDIAN RUPEE	
	As at 31st March, 2026	As at 31st March, 2025
Liabilities		
USD	56.68	147.71
EURO	32.84	20.53
GBP	-	-
Assets		
USD	113.55	93.78
EURO	2.51	19.48
GBP	-	-

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of USD and EURO, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is as under:

(Rs. in millions)

Currency	Change in rate	Effect on profit before tax for the year	
		31st March, 2026	31st March, 2025
USD	Appreciation in INR by 5%	(2.84)	2.70
USD	Depreciation in INR by 5%	2.84	(2.70)
EURO	Appreciation in INR by 5%	1.52	0.05
EURO	Depreciation in INR by 5%	(1.52)	(0.05)
GBP	Appreciation in INR by 5%	-	-
GBP	Depreciation in INR by 5%	-	-

Notes to Consolidated Financial Information

(iii) Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing manufacture of helmets, boxes, visors, spare and other accessories and therefore require a continuous supply of raw materials i.e. Acrylonitrile Butadiene Styrene (ABS) & Polycarbonate (PC) being the major input used in the manufacturing. Due to the significantly increased volatility of the price of the ABS & PC, the Group has entered into various purchase contracts for these material for which there is an active market. the Group's management has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. the Group partly mitigated the risk of price volatility by entering into the contract for the purchase of these material and further the Group increases prices of its products as and when appropriate to minimize the impact of increase in raw material prices.

b) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. the Group is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and financial institutions.

Customer credit risk is being driven by company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

The carrying amounts of financial assets represent the maximum credit risk exposure.

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non-Current Financial Assets	238.74	32.14
Other financial assets		
Current Financial Assets		
Trade receivables	418.85	429.55
Cash and cash equivalents	703.27	389.82
Bank balances other than Cash and cash equivalents	142.62	332.04
Other current financial assets	5.51	2.91
Total	**1,508.99**	**1,186.46**

Expected credit losses for financial assets other than trade receivables

The Group maintains its cash and cash equivalents and bank deposits with reputed banks. The credit risk on these instruments is limited because the counterparties are bank with high credit ratings assigned by domestic credit rating agencies. Hence, the credit risk associated with cash and cash equivalent and bank deposits is relatively low.

Other current financial assets include Export benefits receivable from the government. Hence, the credit risk associated with receivable from government on account of export benefits is relatively low.

Expected credit losses for trade receivables

a. Basis of Recognition

The Group applies the simplified approach under Ind AS 109 – Financial Instruments to measure expected credit losses (ECL) on trade receivables. Under this approach, the Group recognizes lifetime ECL on all trade receivables, regardless of credit risk at the reporting date.

b. Methodology

The Group has adopted the flow rate (roll rate) method to estimate the probability of default (PD). This method tracks the historical transition of trade receivables through ageing buckets. Based on data from the past three financial years, the Group calculates the cumulative probability of default across these buckets. This approach reflects actual collection trends and default behaviour observed in the Group's receivables portfolio.

Notes to Consolidated Financial Information

Key parameters used in the ECL model include:

i) **Probability of Default (PD):** Derived from historical flow rates between ageing buckets.

ii) **Loss Given Default (LGD):** Based on estimated recoverability of overdue balances.

iii) **Exposure at Default (EAD):** Gross carrying amount of the receivables.

c. Forward-looking Information

Forward-looking macroeconomic factors have been assessed and incorporated where deemed material. For the current period, forward-looking adjustments were evaluated and determined to have an immaterial impact on the ECL estimate. Accordingly, the base PD incorporates management's current view of expected credit risk.

d. Assumptions and Judgments

i) A three-year historical period is considered adequate to capture representative credit behaviour.

ii) The model assumes consistent collection and risk trends unless observed otherwise.

iii) The ECL provision is reviewed and updated regularly to reflect changes in credit risk and forward-looking information.

e. Reconciliation of Loss Allowance (Trade Receivables)

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Balance	0.79	-
Add: Provision for expected credit losses	(0.13)	0.79
Less: Amounts written off during the year	-	-
Closing Balance	**0.66**	**0.79**

c) Liquidity

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of long term bank loans and short term borrowings etc. the Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

(Rs. in millions)

Nature of Liability	Up to 1 Year	1 to 5 years	More than 5 years	Total
As at 31st March, 2026				
Borrowings	-	36.66	-	36.66
Other Non-Current Financial Liabilities	-	28.95	-	28.95
Lease Liabilities	19.03	25.86	-	44.89
Current Borrowings	-	-	-	-
Trade Payables	483.74	-	-	483.74
Other Current Financial Liabilities	113.82	-	-	113.82
Total	**616.59**	**91.47**	**-**	**708.06**

Notes to Consolidated Financial Information

(Rs. in millions)

Nature of Liability	Up to 1 Year	1 to 5 years	More than 5 years	Total
As at 31st March, 2025				
Borrowings	-	31.57	-	31.57
Other Non-Current Financial Liabilities	-	29.86	-	29.86
Lease Liabilities	16.38	44.89	-	61.27
Current Borrowings	-	-	-	-
Trade Payables	319.48	-	-	319.48
Other Current Financial Liabilities	160.32	-	-	160.32
Total	**496.18**	**106.32**	**-**	**602.50**

Note No: 43 Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital and other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total equity. The Group includes within net debt borrowings & trade payables, less cash and cash equivalents.

(Rs. in millions)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Borrowings	36.66	31.57
Lease Liabilities	44.89	61.27
Trade Payables	483.74	319.48
Less: Cash and cash equivalents	703.27	389.82
Net Debt (A)*	**-**	**22.50**
Equity (B)	**5,229.68**	**4,494.77**
Net Debt/ Equity Ratio (A/B)	**-**	**-**

* Net debt, if negative, is restricted to Nil.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing.

Note No: 44 Analytical Ratios

Particulars	Numerator	Denominator	As at 31st March, 2026	As at 31st March, 2025	% of variance	Reasons
a. Current Ratio	Current Assets	Current Liabilities	2.70	2.55	5.88	
b. Net Debt-Equity Ratio	Debt	Shareholders' Equity	0.02	0.02	-	
c. Debt Service Coverage Ratio	Earnings Available for Debt	Debt Service	34.28	138.77	(75.30)	Increase in earnings available for debt and decrease in finance cost
d. Return on Equity Ratio	Net Profit after Taxes	Average Shareholders' Equity	17.00%	16.64%	2.16	
e. Inventory turnover ratio	Cost of Goods Sold	Average Inventory	3.89	5.30	(26.60)	-The storage capacities have increased to meet the demand and this has resulted in an increase in inventory.
f. Trade Receivables turnover ratio	Net Credit Sales	Average Trade Receivable	14.95	16.38	(8.73)	
g. Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	6.83	8.70	(21.49)	
h. Net capital turnover ratio	Net Sales	Average Working Capital	5.07	6.34	(20.03)	
i. Net profit ratio	Net Profit	Net Sales	13.03%	11.93%	9.22	
j. Return on Capital employed	Earnings before taxes	Capital Employed	20.42%	20.17%	1.24	
k. Return on investment.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	

Note No: 45 Relationship with Struck off companies

The Group does not have any transaction with companies struck off under Companies Act, 2013.

Note No: 46 Benami Properties

The Group does not have any Benami Property held in its name or in the name of any other person/company. No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

Note No: 47 Wilful Defaulter

The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

Notes to Consolidated Financial Information

Note No: 48 Undisclosed Income

There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (Such as search or survey), that has not been recorded in books of accounts.

Note No: 49 Crypto Currency

The Group has not traded or invested in Crypto currency or virtual currency during the year.

Note No: 50 Registration or Satisfaction of Charges

The Group does not have any charges or satisfaction of charges, which is yet to be registered with registrar of companies beyond the statutory period.

Note No: 51 Compliance with approved scheme(s) of arrangements

The Group has not entered into any scheme of arrangement which has an impact on current or previous financial year.

Note No: 52 Utilisation of borrowed funds and share premium

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities(intermediaries) with the understanding that the intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The Group has not received any fund from any other person(s) or entity(ies), including foreign entities(intermediaries) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

Note No: 53 Compliance with number of layers of companies:

The Group has complied with the number of layers prescribed under the Companies Act, 2013.

Note No: 54 Revaluation of Property, Plant and Equipment & Intangible Assets

The Group has not revalued its Property, Plant and Equipment & Intangible Assets during the year.

Note No: 55 Significant accounting judgments, estimates and assumptions

The preparation of the Group's financial information requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These include recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and Equipment and intangible assets, valuation of inventories, measurement of recoverable amounts of cash-generating units, measurement of employee benefits, actuarial assumptions, provisions etc.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. the Group continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

Notes to Consolidated Financial Information

A. Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements:

Lease

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. the Group makes an assessment on the expected lease term on lease-by-lease basis. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods reassessed to ensure that the lease term reflects the current economic circumstances.

B. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. the Group based its assumptions and estimates on parameters available when the financial information were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(i) Contingent liabilities

The contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group. the Group evaluates the obligation through Probable, Possible or Remote model ('PPR'). In making the evaluation for PPR, the Group take into consideration the Industry perspective, legal and technical view, availability of documentation/agreements, interpretation of the matter, independent opinion from professionals (specific matters) etc. which can vary based on subsequent events. the Group provides the liability in the books for probable cases, while possible cases are shown as contingent liability. The remote cases are disclosed in the financial information.

(ii) Impairment of financial assets

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rates. the Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation based on the Group's past history and other factors at the end of each reporting period.

(iii) Impairment of Assets

An impairment exists when the carrying value of an asset exceeds its recoverable amount. Recoverable amount is the higher of its fair value less costs to sell and its value in use. The value in use calculation is based on a discounted cash flow model. In calculating the value in use, certain assumptions are required to be made in respect of highly uncertain matters, including management's expectations of growth in EBITDA, long term growth rates; and the selection of discount rates to reflect the risks involved.

(iv) Gratuity benefits

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Notes to Consolidated Financial Information

In determining the appropriate discount rate, management considers the interest rates of government bonds, and extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates for the respective countries.

(v) Taxes

Provision for tax liabilities require judgments on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax liabilities, cash tax settlements and therefore the tax charge in the statement of profit or loss.

Note No: 56 Distributions Made and Proposed

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Declare and Paid During the Year		
i) Final Dividend for FY 2024-25: Rs. 2.50 per share (FY 2023-24: Rs. 4 per share)	98.38	78.71
	98.38	**78.71**
Proposed for Approval at the Annual General Meeting (not recognised as a liability)		
ii) Final Dividend for FY 2025-26: Rs. 3 per share (FY 2024-25: Rs. 2.50 per share)	118.06	98.38
	118.06	**98.38**

Note No: 57 - Acquisition of Bikerz US Inc

The Group had entered into a stock purchase agreement dated July 22, 2024 with Bikerz Inc. for the acquisition of 100% shares of Bikerz US Inc. In terms of the stock purchase agreement, the business was acquired by the Group with effect from August 9, 2024, being the date of acquisition. The fair value of assets and liabilities acquired was determined by the Group and accounted for in accordance with Ind AS 103 - Business Combinations. Consequently, Bikerz US Inc became a wholly owned subsidiary of the Group during the previous year for a consideration of Rs. 25.61 million.

During the year ended March 31, 2026, the Group made further investment in Bikerz US Inc. Accordingly, the carrying value of the Group's investment in Bikerz US Inc, being a wholly owned subsidiary, increased to Rs. 43.06 million as at March 31, 2026 as against Rs. 25.61 million as at March 31, 2025.

The reason for pursuing the overseas business acquisition was to achieve synergy and facilitate expansion, enabling cost savings, access to new capabilities, geographic diversification, and a stronger competitive position in global markets.

Notes to Consolidated Financial Information

Details of purchase consideration, net assets and goodwill

Details of the purchase consideration, net assets and goodwill recognised on acquisition during the previous year are as follows:

(Rs. in millions)

Purchase Consideration	Amount (In FC)	Purchase Consideration
Cash Paid	$ 304963	25.61

The following table summaries the recognised amounts of assets acquired and liabilities assumed at the date of acquisition-

(Rs. in millions)

Particulars	Amount
Current assets	
Inventories	12.92
Financial assets	
(i) Trade receivables	4.62
(ii) Bank balances other than cash and cash equivalents	3.86
Other Current Assets	0.38
Total current assets	**21.78**
Fair value of assets acquired (A)	**21.78**
Liabilities	
Non-current liabilities	
Financial liabilities	
(i) Borrowings	28.53
Total non current liabilities	**28.53**
Current liabilities	
Financial liabilities	
(i) Trade payables	12.10
(ii) Other financial liabilities	2.71
Total current liabilities	**14.81**
Fair value of liabilities acquired (B)	**43.34**
Total Identifiable net assets / (liabilities) acquired (A-B)	**(21.56)**

Goodwill

(Rs. in millions)

Particulars	Year ended 31st March, 2026	Year Ended 31st March, 2025
Consideration transferred	25.61	25.61
Less- Fair value of identifiable net assets/(liabilities) acquired	(21.56)	(21.56)
Add- Foreign currency translation difference	6.00	-
Total	**53.17**	**47.17**

Note No: 58: Events occurring after the reporting period

There are no material adjusting or non-adjusting events after the reporting period which require disclosure or adjustment in the financial statements.

Notes to Consolidated Financial Information

Note No: 59 - New and amended standards adopted by the Group

The Ministry of Corporate Affairs has notified certain amendments to the Companies (Indian Accounting Standards) Rules, 2015, which are applicable for annual reporting periods beginning on or after 1 April 2025. These amendments primarily relate to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, dealing with lack of exchangeability of foreign currencies, and amendments to Ind AS 7 - Statement of Cash Flows, Ind AS 107 - Financial Instruments: Disclosures and Ind AS 12 - Income Taxes, relating to disclosure of supplier finance arrangements and international tax reform matters.

The Group has evaluated the applicability of the said amendments to its financial statements. Based on such evaluation, the adoption of these amendments has not had any material impact on the recognition, measurement, presentation or disclosure of amounts reported in these financial statements.

Note No: 60 - IND AS issued but not yet effective

The Ministry of Corporate Affairs has notified certain amendments to Ind AS 1 - Presentation of Financial Statements relating to classification of liabilities as current or non-current, including the assessment of an entity's right to defer settlement of liabilities. Certain provisions of the said amendments are applicable for annual reporting periods beginning on or after 1 April 2026.

The Group has evaluated the applicability of the above amendments based on its present facts and circumstances. Since the Group does not have any borrowings or covenant-linked financial liabilities as at 31 March 2026, the said amendments are not expected to have any material impact on the classification, presentation or disclosure of liabilities in the financial statements of the Group.

Note No: 61

Previous year figures have been rearranged or regrouped, wherever necessary.

As per our report of even date attached

For Rajan Chhabra & Co.
Chartered Accountants
FRN: 009520N

CA Rajan Chhabra
Partner
M No. : 088276

Faridabad, May 23, 2026

For and on behalf of Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN:00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Manish Mehta
Chief Financial Officer

Asha Mittal
Company Secretary

AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures as on March 31, 2026.

Part "A": Subsidiary

(Amount in Rs.)

1	Name of the Subsidiary	BIKERZ US INC.
2	The date since when subsidiary was acquired	August 9, 2024
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 01, 2025 to March 31, 2026
4	Reporting currency and Exchange rate as on the last date of the relevant Financial	USD (reporting currency)
	year ending on March 31, 2026, in the case of foreign subsidiary	Rs. 94.6543 (exchange rate on March 31, 2026)
5	Share Capital	138.42
6	Reserve and Surplus	(1,69,78,293)
7	Total Assets	5,02,64,950
8	Total Liabilities	6,72,43,104
9	Investments	NIL
10	Turnover	8,77,19,887
11	Profit/(Loss) before taxation	4,15,401
12	Provision for taxation	NIL
13	Profit after taxation	4,15,401
14	Proposed Dividend	NIL
15	% of Shareholding	100 %

Notes:

1. Names of subsidiaries which are yet to commence operations – NIL

2. Names of the subsidiaries which have been liquidated or sold during the year - NIL

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S. No.	Name of Associates/Joint Ventures	
1	Latest Audited Balance Sheet Date	During the period under review the Company has no Associate and Joint Venture Company.
2	Date on which the Associate or Joint Venture was associated or acquired	
3	Shares of Associates or Joint Ventures held by the company on the year end:	
	No.	
	Amount of Investment in Associates or Joint Venture	
	Extend of Holding in %	
4	Description of how there is significant influence	
5	Reason why the Joint Venture/Associate is not consolidated	
6	Net worth attributable to Shareholding as per latest Audited Balance Sheet	
7	Profit/(Loss) for the year	
	(i) Considered in Consolidation	
	(ii) Not Considered in Consolidation	

Notes:

1. Names of associates or joint ventures which are yet to commence operations – Nil
2. Names of associates or joint ventures which have been liquidated or sold during the year - Nil

For and on behalf of Board
Studds Accessories Limited

Madhu Bhushan Khurana
Chairman and Managing Director
DIN:00172770

Sidhartha Bhushan Khurana
Managing Director
DIN: 00172788

Manish Mehta
Chief Financial Officer

Asha Mittal
Company Secretary

Faridabad, May 23, 2026

Studds Accessories Limited

Regd. and Corp. Office: Plot No. 918, Sector 68, IMT, Faridabad-121004, Haryana
CIN: L25208HR1983PLC015135
Website: www.studds.com; **Email:** secretarial@studds.com
Ph. No.: 0129-4296500

NOTICE is hereby given that the 44th (Forty Fourth) Annual General Meeting ("AGM") of the members of **Studds Accessories Limited** ("the Company") will be held on Saturday, 5th day of September, 2026 at 04:00 P.M. (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following businesses. The deemed Venue for the 44th AGM shall be the Registered and Corporate Office of the Company at Plot No. 918, Sector 68, IMT, Faridabad-121004, Haryana.

ORDINARY BUSINESS:

1. **To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2026 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, 2026 and the report of Auditors and notes thereon, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended on March 31, 2026, 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, be and are hereby received, considered and adopted.

   RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended on March 31, 2026, 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, be and are hereby received, considered and adopted."

2. **To declare Final Dividend of Rupees Three per Equity Share for the Financial Year 2025-26, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the recommendation of Board of Directors, dividend of Rs.3/- (Rupees Three Only) per equity share of face value of Rs. 5/- each, at the rate of 60% on the paid-up equity share capital of Rs. 19,67,67,000 of the Company for the Financial Year ended on March 31, 2026, aggregating to Rs. 11,80,60,200/- (Rupees Eleven Crore Eighty Lakh Sixty Thousand Two Hundred Only), as recommended by the Board of Directors, be and is hereby declared and that the said Dividend be distributed out of the Profits of the Company for the financial year ended on March 31, 2026.

   RESOLVED FURTHER THAT the dividend to be paid to the shareholders whose names appear in the Register of Members/ Beneficial Owners of the Company as on the closing business hours of August 29, 2026.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

3. **To re-appoint Ms. Shilpa Arora (DIN: 10733950) who retires by rotation, and being eligible, offers herself for re-appointment, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution**

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Ms. Shilpa Arora (DIN: 10733950) as a Director of the Company, who is liable to retire by rotation."

SPECIAL BUSINESS:

4. **To approve 'Studds Accessories Limited Employee Stock Option Scheme 2026', and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and other applicable provisions of the Companies Act, 2013 (**'Act'**) read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (**'SEBI SBEB Regulations'**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('Listing Regulations')** (including any amendments, modifications or re-enactments thereof for the time being in force), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**'FEMA Regulations'**) and any other applicable laws, rules, regulations, circulars, notifications and guidelines, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and further subject to such other approval(s), consent(s), permission(s) and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed/ imposed by the above regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and subject to such other approvals, permissions and sanctions as may be necessary and on the recommendation of the Nomination and Remuneration Committee and the Audit Committee and with the approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to approve the introduction and implementation of "**Studds Accessories Limited Employee Stock Option Scheme 2026" ('Studds ESOP Scheme 2026' or 'ESOP Scheme' or 'Scheme'**), the salient features of which are furnished in the Explanatory Statement annexed to this notice, for the benefit of the present and future permanent employees officers and director(s) of the Company, not being an Independent Director, of the Company or existing and future subsidiary companies, whether working in India or not, whether whole time director or not, but excluding (i) an employee/director who is a Promoter or persons belonging to the Promoter Group or (ii) Directors who either himself/ herself or through his/ her relative or through any Body Corporate holds directly or indirectly more than 10% (Ten percent) of the outstanding equity shares of the Company (hereinafter referred to as **'Employee(s)'** or **'Eligible Employees'**) and authorising the Board of Directors of the Company (hereinafter referred to as the **'Board'**, which term shall be deemed to include the Nomination and Remuneration Committee of the Company which shall act as and be referred to hereinafter as the **"Compensation Committee"** for the purpose of the SEBI SBEB Regulations) to exercise its powers including the powers conferred by this resolution to adopt and implement the ESOP Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer, grant and allot from time to time up to 2,97,381 Employee Stock Options (**'ESOP Options'/ 'Options'**), representing 0.75% (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) of the post issued equity share capital of the Company, as determined in accordance with the ESOP Scheme, exercisable into not more than 2,97,381 fully paid-up equity shares in the Company with face value of Rs. 5/- (Rupees Five only) each, at such price or prices, in one or more tranches and on such terms and conditions as may be determined in accordance and compliance with the provisions of the ESOP Scheme and applicable provisions of the Act, and Rules and SEBI SBEB Regulations, made thereunder.

RESOLVED FURTHER THAT the Board / Compensation Committee be and is hereby, at its sole discretion, authorized to:

i. Administer, implement and supervise the operation of the ESOP Scheme on such terms and conditions as it may specify;

ii. Determine the terms and conditions of grant, issue, re-issue, cancellation and withdrawal of Options from time to time;

iii. Formulate, approve, evolve, decide upon, and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of Options to the employees and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time, provided that any variation in the terms of the Studds ESOP Scheme 2026 in respect of Options already granted but not yet exercised shall be carried out only with the prior approval of the Members in accordance with Regulation 7 of the SEBI SBEB Regulations and shall not be prejudicial to the interests of the Option grantees;

iv. To do all such acts, deeds, things and matters as may be considered necessary or expedient for the purpose of giving effect to the above and this resolution; and

v. To settle any questions, difficulties or doubts that may arise in this regard without requiring any further consent or approval of the shareholders of the Company unless required under Applicable Law.

RESOLVED FURTHER THAT the aforesaid ceiling of 2,97,381 ESOP Options convertible into 2,97,381 fully paid-up equity shares of the Company of face value of Rs. 5/- (Rupees Five only) each shall be appropriately adjusted in case of any Corporate Action(s) such as rights issuance, bonus issuance, merger, sale of division and other reorganization of the capital structure of the Company (including buy back of Shares, split, consolidation of Shares etc.) pursuant to Clause 24 (Corporate Action) of the ESOP Scheme, without affecting any other rights or obligations of the Option Grantees.

RESOLVED FURTHER THAT the Company shall conform to the Applicable Laws/regulations applicable to the Employee Stock Options and Accounting Standard Ind AS 102 on Share based Payments and/or any other relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act and/or the Institute of Chartered Accountants of India ("ICAI") from time to time, including any disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for the purpose of creating, offering, issuing, allotting, and listing of the securities and/ or for the purpose of complying with any guidelines or regulations that may be issued from time to time by any appropriate authority, to the Board on behalf of the Company, to formulate, evolve, decide upon, bring into effect and implement the ESOP Scheme and to modify, change, vary, alter, amend, revise, suspend or terminate the ESOP Scheme, subject to compliance with the applicable laws and regulations, provided that no such variation shall be detrimental to the interests of the Option Grantees, including but not limited to, amendment (s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOP Scheme in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and with regard to the equity shares to be issued pursuant to ESOP Scheme, without being required to seek any further consent or approval of the shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, revision, suspension or termination of ESOP Scheme and to do all other things incidental and ancillary thereof subject to compliance with Regulation 7 of the SEBI SBEB Regulations, and provided that no such variation shall be detrimental to the interests of the Option Grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares of the Company upon exercise of ESOP Options, from time to time, in accordance with the ESOP Scheme and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company and to do all such acts and take all such steps as may be necessary in connection therewith.

RESOLVED FURTHER THAT Board be and is hereby severally authorized to furnish all such applications, letters, undertakings, affidavits, etc., and do all such acts, deeds and things as may be necessary for obtaining in principle approval from the recognised stock exchanges pursuant to regulation 12(3) of the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares to be allotted under ESOP Scheme on the recognised stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint valuer, merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the ESOP Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein to Compensation Committee to do all such acts, deeds, and matters as also to execute such documents, writings etc., as may be necessary in this regard, subject to conformity to the applicable laws.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or the Company Secretary and Compliance Officer be and is hereby severally authorized to furnish all such applications, letters, undertakings, affidavits, etc., and do all such acts, deeds and things as may be necessary for obtaining in principle approval from the recognised stock exchanges pursuant to regulation 12(3) of the SEBI SBEB Regulations or any approval of the Government Authorities, as may be necessary or to take necessary steps for listing of the equity shares to be allotted under ESOP Scheme on the recognised stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations."

5. **To approve grant of ESOP Options to Eligible Employees of Subsidiary Companies, in India or outside India, under the 'Studds Accessories Limited Employee Stock Option Scheme 2026' and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and other applicable provisions of the Companies Act, 2013 (**'Act'**) read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (**'SEBI SBEB Regulations'**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** (including any amendments, modifications or re-enactments thereof for the time being in force), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**"FEMA Regulations"**) and any other applicable laws, rules, regulations, circulars, notifications and guidelines, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and on the recommendation of the Nomination and Remuneration Committee and the Audit Committee and with the approval of the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include the Nomination and Remuneration Committee of the Company which shall act as and be referred to hereinafter as the **"Compensation Committee"** for the purpose of the SEBI SBEB Regulations to exercise its powers, including the powers, conferred by this resolution), and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to extend the benefit and coverage and to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (**'Options'**) under 'Studds Accessories Limited Employee Stock Option Scheme 2026' (**'Studds ESOP Scheme 2026' or 'ESOP Scheme' or 'Scheme'**) to the present and future permanent employees, officers and director(s) of the existing or future subsidiary companies, in India or outside India, of the Company, not being an Independent Director of the Company or any of the subsidiary companies of the Company, whether working in India or not, whether whole time director or not, but excluding (i) an employee/director who is a Promoter(s) or belonging to the Promoter Group or (ii) Directors who either himself/ herself or through his/ her relative or through any body corporate holds directly or indirectly more than 10% (Ten percent) of the outstanding equity shares of the Company (hereinafter referred to as **'Employees'** or **'Eligible Employees'**), within the ceiling of total number of Options and equity shares, as specified in ESOP Scheme i.e. 2,97,381 equity shares along with such other terms and in such manner in accordance with the provisions of the applicable laws and the provisions of ESOP Scheme.

RESOLVED FURTHER THAT the number of ESOPs that may be granted to the employee(s) of the subsidiary companies, in any financial year and in aggregate shall not exceed (i) 0.75% (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) of the post issued equity share capital of the Company at the time of grant of options; and (ii) 2,97,381 ESOP Options in aggregate.

RESOLVED FURTHER THAT the Board be and is hereby authorised to modify, change, vary, alter, amend, suspend or terminate the ESOP Scheme at any time subject to compliance with applicable laws and regulations to the extent required under SEBI SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Scheme provided that any variation in the terms of the ESOP Scheme in respect of Options already granted but not yet exercised shall be carried out only with the prior approval of the Members in accordance with Regulation 7 of the SEBI SBEB Regulations and shall not be prejudicial to the interests of the Option Grantees and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SEBI SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force."

By Order of the Board of Directors
For **Studds Accessories Limited**

Madhu Bhushan Khurana
Chairman and Managing Director
DIN: 00172770

Faridabad, May 23, 2026

NOTES:

Virtual Meeting

1. The Ministry of Corporate Affairs ("MCA"), Government of India vide Circular No. 14/2020 dated April 8, 2020 read with Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and the latest General Circular No. 03/2025 dated September 22, 2025 and SEBI vide circular no. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026 and other applicable circulars issued by the Securities and Exchange Board of India and MCA ('collectively referred to as Circulars') (including any statutory amendment(s), modification(s) or re-enactment(s)thereof for the time being in force and as amended from time to time) has permitted convening the AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility, without the physical presence of the members/ shareholders of the Company at a common venue. In compliance with the provisions of the Companies Act, 2013 ("The Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 44th AGM of the Company is being held and providing facilities in respect of: (a) voting through remote e-voting; (b) participation in the AGM through VC/ OAVM facility; and (c) e-voting during the AGM. The proceedings of the AGM are deemed to be conducted at the Registered and Corporate Office of the Company.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND LISTING REGULATIONS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

Explanatory Statement

3. The Explanatory Statement pursuant to Section 102(1) of the Act read with Regulation 17(11) of the Listing Regulations, setting out the material facts and reasons concerning the special businesses under Item No. 4 & 5 of the Notice is annexed hereto. Further, the relevant details for Item No. 3, pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') ('SS-2') and notified by the MCA, in respect of Director(s) seeking reappointment is also annexed hereto and forms part of the Notice and as **Annexure-A** to the Notice. Requisite declarations have been received from the Director seeking re-appointment. The Board of Directors have considered and decided to include Item No. 4 & 5 as given above, as Special Businesses in the forthcoming AGM as it is unavoidable in nature.

Authorised Representative

4. Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.), who are Members of the Company, are encouraged to attend and vote at the 44th AGM through VC/OAVM facility. Corporate/Institutional Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-voting are requested to send a certified scanned copy of the Board Resolution/ Authority Letter (PDF/JPG format) to the Scrutiniser by e-mail at rupesh@cacsindia.com with a copy marked to investor.helpdesk@in.mpms.mufg.com.

Dispatch of Annual Report

5. In accordance with the circulars issued by MCA and Securities and Exchange Board of India ('SEBI') read with Sections 101 and 136 of the Act, Regulation 36(1)(a) of Listing Regulations and relevant Rules made thereunder, the Notice of the 44th AGM along with the Annual Report 2025-26 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participants (DP)/ Registrar & Share Transfer Agent (RTA), unless any member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report 2025-26 to those members who request the same at secretarial@studds.com mentioning their Folio No. / DP ID and Client ID. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to members whose valid e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website including the exact path from where the Annual Report for financial year 2025-26 can be accessed. Thereby, the Annual Report including the Notice convening the 44th AGM has been uploaded on the website of the Company at https://www.studds.com/Adminpanel/uploads/templates/annual-report-2025-2026.pdf and can also be accessed on the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Company's RTA i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (hereinafter refer as 'MUFG' or MUFG Intime or 'RTA') at https://instavote.linkintime.co.in.

6. Members/ Shareholders who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by

submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.) by sending an email to Company Secretary of the Company at secretarial@studds.com and/or by sending a request to MUFG through email at investor.helpdesk@in.mpms.mufg.com or contact 011-49411000. Members/ Shareholders holding shares in demat form are requested to register their e-mail address with their DP only. In case of any queries / difficulties in registering the e-mail ids with their DPs, members may write to the Company's RTA. Please note that the registered e-mail address will be used for sending future communications.

7. The Notice of AGM and Annual Report will be sent to those Members/ Shareholders whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on close of business hours on Friday, 07th August, 2026.

Procedure for inspection of documents

8. Documents referred to in the accompanying Notice of the 44th AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee on all working days except Saturday, during normal business hours 09:00 A.M. to 05:00 P.M. (IST) from the date of circulation of this Notice up to the date of AGM. Members who wish to inspect such documents can send their requests to the Company at secretarial@studds.com by mentioning their name and Folio number/DP ID and Client ID.

   During the AGM, the following documents shall be available for inspection upon login at https://instameet.in.mpms.mufg.com:

   -The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act;

   -The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act; and

   -Such other documents referred to in the Notice of this AGM and explanatory statement thereto.

SEBI mandate on issuance of securities only in demat mode

9. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in demat only while processing service request(s) relating to issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members are requested to make the mentioned service requests by submitting duly filed Form ISR-4 which is also available on the website of the Company at https://www.studds.com/investor-relations/shareholder-services.

10. Further, members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form only. Any service request of the Members holding shares in physical form shall only be processed after the folio is KYC Compliant as per SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026.

SEBI mandate on KYC Compliance

11. SEBI vide its Master circular dated HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 as amended, has mandated registration of PAN, KYC details (viz., i. Contact Details, ii. Mobile Number, iii. Bank Account Details, iv. Signature) and Choice of Nomination, by holders of physical securities. Members who hold shares in physical form and whose folios are not updated with any of the above details are requested to update KYC and get shares dematerialised.

12. Members are requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) to the Company's RTA at the earliest, so that the KYC details can be updated in the folios before the cut-off date of Saturday, 29th August, 2026. ISR Forms can be accessed from our website at https://www.studds.com/investor-relations/shareholder-services.

Communication made to members during the year

13. Members may note that during the financial year 2025-26, the Company has sent various communications to the members of the company along with key communications outlined below:

   - **Dematerialization of Securities:**

     The Company sent communications to shareholders holding shares in physical form, advising and requesting them to dematerialize their holdings to eliminate risks associated with physical certificates and to ensure ease of trading.

   - **KYC Compliance & "Saksham Niveshak" Campaign:**

     In line with the ongoing **"Saksham Niveshak" 100 Days Campaign**, the Company proactively requested shareholders to update their KYC details and initiate claims for unpaid or unclaimed dividends. These communications were dispatched through appropriate channels to facilitate the direct electronic credit of unclaimed amounts to the rightful owners, thereby ensuring strict regulatory compliance and minimizing the statutory transfer of funds to the Investor Education and Protection Fund (IEPF).

- **Special Re-lodgement Windows for Physical Shares:**

  Pursuant to SEBI circulars dated July 2, 2025, the Company opened an initial special window from July 7, 2025, to January 6, 2026 (6 months) to facilitate the re-lodgement of share transfer deeds that were originally lodged prior to April 1, 2019, but returned/ rejected due to technical or documentary deficiencies.

  Further, in terms of the SEBI circular dated January 30, 2026, a second special window has been operationalized for a period of one year, from February 5, 2026, to February 4, 2027. Shareholders are advised that securities transferred under this special window shall be mandatorily credited in dematerialized mode and will be subject to a lock-in period of one year from the date of transfer. During this lock-in period, such securities cannot be transferred, lien-marked, or pledged.

- **Statutory Notice and Newspaper Advertisement for Transfer of Dividends to the IEPF**:

  In terms of Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company is required to transfer all shares in respect of which dividends have remained unpaid or unclaimed for seven consecutive years to the IEPF Demat Account.

  To ensure due process, the Company has sent individual specific notices through courier or electronic mail to all affected shareholders at their registered addresses, providing them an opportunity to claim their unpaid dividends. Simultaneously, the list of concerned shareholders has also been uploaded on the Company's website for ready reference at https://www.studds.com/investor-relations/unclaimed-dividend-iepf. Shareholders are urged to claim their pending dividends on or before the statutory due date, failing which both the unclaimed dividend amounts and the underlying shares shall stand transferred to the IEPF without further notice.

14. **Investor Service Initiatives by the Registrar and Share Transfer Agent (RTA)**

    RTA has implemented below investor initiatives as part of their constant endeavor to enhance investor servicing:

    a. 'SWAYAM' is a secure, user-friendly web-based application developed by our RTA, that empowers investors to effortlessly access various services. Investors are requested to get registered on this application which can be accessed at https://swayam.in.mpms.mufg.com/.

    b. 'iDIA' is a Chatbot developed by our RTA that utilizes conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to iDIA by visiting to page https://in.mpms.mufg.com/.

    c. FAQs –The FAQ section on the RTA's website has very detailed answers to almost all probable investor queries. Please visit https://in.mpms.mufg.com/ to find answers to your queries related to securities.

Advisory for Members

15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or of demise as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

16. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar to record details of members, including their PAN details, e-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details if not mapped yet to the Company or to the Registrar. Members are also requested to intimate changes, if any, pertaining to their credentials or associated details such as name, postal address, e-mail address, mobile number, PAN, registration of nomination, power of attorney's registration, bank mandate details, etc. to their DPs only and not to the Company or MUFG Intime in case the shares are held in electronic form and to the Registrar at investor.helpdesk@in.mpms.mufg.com in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

17. Members whose bonus equity shares are lying in a separate Suspense Escrow Demat Account with the Company, may complete/ update the KYC details, dematerialize their physical holding and claim their bonus equity shares.

Nomination facility

18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR – 3 or SH-13 as the case may be. The said forms can be downloaded from the website of the Company at https://www.studds.com/investor-relations/shareholder-services. Members are requested to submit the requisite form(s) to their DPs in case the shares are held in electronic form and to the Registrar at investor.helpdesk@in.mpms.mufg.com in case the shares are held in physical form, quoting their folio no. Further, members/shareholders who require communication in physical form in addition to e-communication or have any other queries, may write to the Company or RTA at its Registered /Corporate Office address.

19. Non-Resident Indian members/shareholders are requested to inform RTA, immediately of: (a) Change in their residential status on return to India for permanent settlement; (b) Particulars of their bank account maintained in India with complete name, branch, account number, account type and complete address of the Bank.

20. SEBI vide its Master circular for online Dispute Resolution SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, prescribed a mechanism for online resolution of dispute in the Indian Securities Market which harnesses online conciliation and online arbitration for the resolution of disputes. As per this circular, post exhausting the option to resolve their grievance with the Company/ its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through our website at https://www.studds.com/investor-relations/shareholder-services. Additionally, members can access the SEBI Circulars on the website of SEBI at https://www.sebi.gov.in/ and the same are also available on the website of the Company at https://www.studds.com/investor-relations/shareholder-services.

21. Any kind of Investor request/communication may be addressed to the RTA of the Company viz. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Noble Heights, 1st Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel: 011 - 49411000, e-mail: investor.helpdesk@in.mpms.mufg.com.

22. The Company has engaged RTA to provide e-voting and video conferencing (VC) services for facilitating the conduct of the Annual General Meeting.

23. **Speaker Registration** - Procedure to raise questions or seek clarifications with respect to Annual Report:

    Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at secretarial@studds.com. Only those speaker registration requests received till 05:00 P.M. (IST) on Saturday, 29th August, 2026, shall be considered and allowed as speakers during the AGM.

    The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

Procedure for Remote e-voting and e-voting during the AGM

24. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 on General Meetings issued by ICSI, as amended from time to time and Regulation 44 of Listing Regulations read with the applicable Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted as mentioned in the Notice of the AGM. For this purpose, the Company has appointed MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting prior to the AGM or e-voting during the AGM will be provided by MUFG.

25. **Remote e-voting - Key Dates:**

Cut-off date The date for determining the voting rights of the members/ beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the mentioned Record Date	Saturday, 29th August, 2026
Remote e-voting period- Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location:	
Start Date and Time	Wednesday, 02nd September, 2026, 09:00 A.M. (IST)
End Date and Time	Friday, 04th September, 2026, 05:00 P.M. (IST)

26. A person who is not a member as on the cut-off date i.e Saturday, 29th August, 2026 should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting prior to the AGM or e-voting during the AGM. Any non-individual member or member holding securities in physical mode who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Saturday, 29th August, 2026, may obtain the User ID and Password by sending a request at investor.helpdesk@in.mpms.mufg.com.

27. The remote e-voting period commences on Wednesday, 02nd September, 2026, 09:00 A.M. (IST) and ends on Friday, 04th September, 2026, 05:00 P.M. (IST). The remote e-voting module shall be disabled by MUFG Intime for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-voting before/during the AGM) shall be in proportion to their share in the paid-up equity share

capital of the Company as on the cut-off date of Saturday, 29th August, 2026.

28. Members/Shareholders desiring any information/ clarification on the accounts are requested to write to the Company at secretarial@studds.com at least seven days in advance to enable the management to keep information ready at the AGM. Such questions by the Members be suitably replied by the Company.

29. Members will be provided with the facility for voting through e-voting at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote at the end of discussion on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-voting will also be eligible to participate at the AGM but shall not be entitled to cast their vote on such resolution(s) again. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at the AGM will not be considered.

30. The Members can join the AGM in the VC/OAVM mode 30 minutes before and up to 30 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. Thereby, the remote e-voting module on the day of the AGM shall be disabled by MUFG for voting after 15 minutes of the conclusion of the Meeting. The members will be able to view the live proceedings at https://instameet.in.mpms.mufg.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first serve basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee and Auditors, etc. who are allowed to attend the AGM without restriction on account of a first come first served basis.

31. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

32. The attendance of the members/shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Instructions for Remote E-voting

33. Login method for Individual shareholders holding securities in demat mode is given below:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter User ID and Password. Click on "Login"

c) 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.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Proceed with updating the required fields.

c) Post successful registration, user will be provided with Login ID and password.

d) After successful login, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

    i) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services.

ii) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login.

b) Click on New System Myeasi Tab

c) Login with existing my easi username and password

d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/

b) Proceed with updating the required fields.

c) Post registration, user will be provided username and password.

d) After successful login, user able to see e-voting menu.

e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

LOGIN METHOD FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: https://instavote.linkintime.co.in

Shareholders who have not registered for INSTAVOTE facility:

b) Click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders 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 holding shares in ***NSDL form***, shall provide 'D' above

Shareholders holding shares in ***physical form* but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

❖ 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).

❖ Enter Image Verification (CAPTCHA) Code

❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. 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 ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: https://instavote.linkintime.co.in

b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "**Investor Mapping**" tab under the Menu Section

c) Map the Investor with the following details:

A. 'Investor ID' –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "**Votes Entry**" tab under the Menu section.

c) Enter the "**Event No.**" for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.

e) 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).

f) 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.

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "**Notification for e-voting**".

c) Select **"View"** icon for "**Company's Name / Event numbe**r".

d) E-voting page will appear.

e) Download sample vote file from "**Download Sample Vote File**" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request to : -

Mr. Rajiv Ranjan, Senior Assistant Vice President at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders 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 holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

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

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "**Forgot Password**" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

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

Individual shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the shareholders are advised to use 'Forgot User ID' and Forgot Password' option available at above mentioned depository/ depository participants website.

❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

34. Instructions for attending AGM and e-voting during the AGM

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "**Login**".

b) Select the "Company" and 'Event Date' and register with your following details:

   A. Demat Account No. or Folio No:

   Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

   Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   Shareholders holding shares in physical form – shall provide Folio Number.

   B. PAN:

   Enter your 10-digit Permanent Account Number (PAN)

   (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

   C. Mobile No: Enter your Mobile No.

   D. Email ID: Enter your email Id as recorded with your DP/ Company.

c) Click "Go to Meeting"

   You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

   *Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

35. Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that shareholders/ members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

E-voting results

36. The Board of Directors has appointed Mr. Rupesh Agarwal (Membership No. A16302/CP No. 5673) or failing him, Mr. Shashikant Tiwari (Membership No. F11919/CP No. 13050) or failing him, Mr. Lakhan Gupta (Membership No. F12682/ CP No. 26704) , Partners of Chandrasekaran Associates, Company Secretaries, as Scrutiniser to scrutinise the remote e-voting process and e-voting at the AGM in a fair and transparent manner and they have communicated their willingness for their appointment and will be available for the said purpose.

37. The Scrutiniser, after scrutinizing the voting through remote e-voting and e-voting at the AGM, shall make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman in writing. The Chairman or the authorized person shall declare the voting results within two working days from the conclusion of the AGM. The voting results declared shall be available on the website of the Company at www.studds.com; on the website of MUFG at www.in.mpms.mufg.com and as applicable and shall also be displayed on the Notice board at the Registered and Corporate Office the Company. The results shall simultaneously be submitted to the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited and shall also be available on their website at https://www.bseindia.com/ and https://www.nseindia.com/ .

38. The transcript of the forthcoming Annual General Meeting, scheduled on **September 05, 2026**, shall be made available on the website of the Company https://www.studds.com/investor-relations/agm-egm-postal-ballot.

Dividend related Information

39. If the dividend as recommended by the Board of Directors is declared at the Annual General Meeting, payment of such dividend shall be made as per the provisions of the Companies Act, 2013 and Listing regulations read with circulars issued in this regard to all Members / Beneficial Owners whose names appear as member(s) in the Register of Members/ Beneficial Owners of the Company as of the close of business hours on August 29, 2026. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only, as the Company or its RTA cannot act on any request received directly on the same.

40. SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, notified on 18th November 2025, along with SEBI Master Circular HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February 2026, as amended, mandates that any payment of dividend shall be made only through electronic mode to the members. Further, dividend warrants, cheques, demand drafts or any other instrument are no longer required to be issued.

NOTE: AS PER SEBI REQUIREMENTS, EFFECTIVE 1ST APRIL, 2024, COMPANIES ARE ALLOWED TO MAKE DIVIDEND PAYMENTS ONLY IN ELECTRONIC MODE. MEMBERS ARE ONCE AGAIN REMINDED TO UPDATE THEIR PAN, KYC DETAILS, AND CHOICE OF NOMINATION BY SUBMITTING THE RELEVANT ISR FORMS BEFORE THE CUT-OFF DATE TO ENSURE TIMELY CREDIT OF DIVIDENDS.

TDS related information

41. Pursuant to the relevant provisions of Income Tax Act, 2025 ('IT Act') as amended from time to time, dividend income is taxable in the hands of shareholders, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates under the IT Act. Your Company shall therefore be required to deduct tax at source at the time of making the payment of the dividend if the dividend as recommended by the Board of

Directors is declared at this 44th Annual General Meeting. The shareholders are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN') details linked with Aadhaar and the PAN shall be valid and operative, Category as per the IT Act with their Depository Participant(s) or in case shares are held in physical form, with the Company/RTA by sending an e-mail at given email addresses.

42. A resident individual shareholder holding a valid PAN and having total estimated tax liability as NIL can submit duly signed declaration in Form No. 121 as per IT Rules, 2026, to avail the benefit of non-deduction of tax at source by sharing duly filled and signed documents to MUFG at investor.helpdesk@in.mpms.mufg.com with a copy mark to company at secretarial@studds.com on or before Wednesday, August 26, 2026. Members are requested to note that if their PAN is not registered, the tax will be deducted at a higher rate of 20%. Also, before submitting the declaration, please consult your Tax/ Legal Advisor.

43. For resident shareholders (other than individual) holding a valid PAN and not subject to withholding tax under Section 393 of the IT Act, can submit duly signed declaration along with other documents as sought separately to avail the benefit of non-deduction of tax at source by sharing duly filled and signed documents to MUFG at investor.helpdesk@in.mpms.mufg.com with a copy mark to company at secretarial@studds.com on or before Wednesday, August 26, 2026. Shareholders are requested to note that if their PAN is not registered or invalid or inoperative, the tax will be deducted at a higher rate of 20%.

44. For a Non-resident shareholder including Foreign Portfolio Investors, applicable withholding tax rate is either 20% (plus applicable surcharge and 4% cess) as per the IT Act or the tax rate as specified in the tax treaty, subject to providing necessary documents i.e. no permanent establishment and beneficial ownership etc., declaration, tax residency Certificate, Form No. 41 or any other document which may be required to avail the tax treaty benefits by sharing duly filled and signed documents to MUFG at investor.helpdesk@in.mpms.mufg.com with a copy mark to company at secretarial@studds.com on or before Wednesday, August 26, 2026.

45. As per the NSDL Circular No. NSDL/CIR/II/03/2023 dated January 11, 2023, the Resident Non-Individual Members such as Insurance Companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual Members such as Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians who are registered with NSDL for tax services, on or before Wednesday, August 26, 2026.

For further details and formats of declaration, please refer to FAQs on Taxation of Dividend Distribution available at Company's website at https://www.studds.com/investor-relations/shareholder-services.

Information relating to unpaid or unclaimed dividends (Investor Education and Protection Fund)

46. Attention of the Members/Shareholders is drawn to the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, which specifies that the dividend which remains unpaid/unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. In case of those members who have not claimed or encashed the dividend/dividend warrant(s) consecutively for last seven consecutive financial years, the Company shall proceed to transfer the respective shares to IEPF account in terms of IEPF rules. During the Financial Year 2025-26, the Company has transferred the unpaid/ unclaimed dividend against dividend amount related to FY 2017-18 for an amount of Rs. 34,301/- to the Investor Education and Protection Fund ('IEPF'). However, no shares were eligible to transfer to the IEPF during FY 2025-26 as there were no shareholders whose dividend has remained unpaid/unclaimed for last seven consecutive financial years.

47. Members may note that the equity shares as well as unclaimed dividend amount transferred to IEPF can be claimed back. Concerned members/investors are advised to visit the weblink: http://www.iepf.gov.in/IEPF/refund.html or contact MUFG for lodging their claim for refund of equity shares and/or dividend amount from the IEPF Authority.

48. The dividend details with due dates for transfer to IEPF and shareholder wise details of the unpaid or unclaimed amounts lying with the Company as on 31st March, 2026 are available on the website of the Company at https://www.studds.com/investor-relations/unclaimed-dividend-iepf .

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE ACT AND SECRETARIAL STANDARD (SS-2) ON GENERAL MEETINGS

ITEM NO. 3

Pursuant to provisions of Section 152 of the Companies Act, 2013, Ms. Shilpa Arora (DIN: 10733950) is liable to retire by rotation at this Annual General Meeting. Ms. Shilpa Arora, being eligible has offered herself for re-appointment. Based on the recommendation of Nomination and Remuneration Committee, the Board had approved and recommended her re-appointment at their meeting held on May 23, 2026.

Ms. Shilpa Arora provides valuable insights and vision for the Company's sustained growth initiatives and plans. She is a distinguished executive with exceptional expertise in strategic planning, marketing operations, operational management, risk management, data-driven decision-making, sales leadership, revenue management, and personal leadership. She has played an instrumental role in growth of the Company. Her presence on the Board is essential and beneficial to the Company. Details in terms of Regulation 36 of the Listing Regulations is given herein in **Annexure-A**.

The terms and conditions of her appointment had already been approved by the shareholders in their 42nd Annual General Meeting held on September 30, 2024 for a term of five (5) years effective from August 24, 2024 to August 23, 2029 (both days inclusive).

Except Mr. Madhu Bhushan Khurana, Mr. Sidhartha Bhushan Khurana and Ms. Shilpa Arora and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested,financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the proposed resolution set out at item no. 3 of the Notice.

The Board recommends the resolution as set out in item no. 3 of the Notice for approval by the members as an Ordinary Resolution as her presence on the Board is essential and beneficial to the Company.

ITEM NO. 4 & 5

Equity-based compensation is considered to be an integral part of employee compensation across sectors, which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through a share-based compensation plan.

Your Company, therefore, intends to implement the **Studds Accessories Limited Employee Stock Option Scheme** (**'Studds ESOP Scheme 2026' or 'ESOP Scheme' or 'Scheme'**), with a view to attract and retain key talent working with the Company and its subsidiary companies, by way of rewarding their performance and motivating them to contribute to the overall growth of the Company.

Pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, and the Rules made thereunder, and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as **'SEBI SBEB Regulations'**), the Company seeks shareholder's approval in respect of ESOP Scheme and the grant of employee stock options thereunder (**'Options'**) to the present and future permanent employees of the Company and its subsidiary companies including the officers and director(s) not being an Independent Director of the Company, whether working in India or not, whether whole time director or not, but excluding (i) an employee/director who is a promoter or belonging to the Promoter Group or (ii) Directors who either himself/herself or through his/her relative(s) or through any body corporate, holds directly or indirectly more than 10% (Ten percent) of the outstanding equity shares of the Company (hereinafter referred to as **'Employee(s)'** or **'Eligible Employees'**), as may be decided by the Nomination and Remuneration Committee (hereinafter referred to as **"NRC"** or **"Compensation Committee"**) of the Board of Directors of the Company, on such terms and conditions from time to time, in due compliance with the SEBI SBEB Regulations and other applicable laws, if any.

Accordingly, based on the recommendation and approval of the Compensation Committee and the Board of Directors of the Company, the proposal for approval of ESOP Scheme is being placed before the shareholders of the Company.

The disclosure required under applicable provisions of Companies Act read with Rules made thereunder and Regulation 6(2) read with Part C of the Schedule I of the SEBI SBEB Regulations are as under:

1. Brief description of the ESOP Scheme:

(i) ESOP Scheme contemplates the grant of Options to the Eligible Employees, as may be determined by the Compensation Committee, in due compliance with the SEBI SBEB Regulations. After vesting, the Eligible Employees earn the right (but not an obligation) to exercise the vested options within a predefined Exercise Period and obtain equity shares of the Company, subject to payment of the Exercise Price and satisfaction of tax obligations arising thereon.

The objectives of the ESOP Scheme are:

a. To promote long-term financial interest in the Company by offering Eligible Employees an opportunity to participate in the share capital of the Company.

b. To attract and retain high-quality human talent by providing them with incentives and reward opportunities.

c. To motivate talented and critical Employees and create a sense of ownership among the Employees of the Company.

d. To improve the Employee performance with ownership interests and provide them with wealth creation opportunity whilst in employment with the Company.

e. To achieve sustained growth by aligning Employee interest with long-term interests of the Company.

2. Total number of Options to be offered and granted and Equity Shares to be issued and allotted

(i) The total number of Options proposed to be granted under ESOP Scheme shall not exceed 2,97,381 (Two Lakh Ninety Seven Thousand Three Hundred and Eighty One), which upon exercise shall be convertible into not more than 2,97,381 (Two Lakh Ninety Seven Thousand Three Hundred and Eighty One) Equity Shares of the Company having a face value of Rs. 5 (Rupees Five) each, fully paid-up.

(ii) The SEBI SBEB Regulations require that, in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, and other reorganization of the capital structure of the Company (including buy back of shares, split, consolidation of shares etc.), the ceiling of aforesaid shares shall be deemed to be increased/ decreased, as may be determined by the Compensation Committee pursuant to Clause 24 (Corporate Action) of the

ESOP Scheme, to facilitate making a fair and reasonable adjustment to the entitlements of Participants under the ESOP Scheme. Accordingly, a fair and reasonable adjustment shall be made to the above ceiling and/or the Exercise Price and/or the Exercise Period and/or the Vesting criteria by the Compensation Committee, subject to compliance with the SEBI SBEB Regulations and other Applicable Laws.

(iii) Notwithstanding the foregoing, Equity Shares with respect to which an Option is granted under this ESOP Scheme that remain unaccepted, or unexercised at the time of expiration, or are not entitled for Vesting or forfeited or lapsed or cancelled shall be added back to the number of Options that are pending to be granted. The Company through the Compensation Committee may, at their discretion, Grant such Options within the overall limit determined under the ESOP Scheme.

(iv) Where Shares are issued consequent upon Exercise of an Option under the ESOP Scheme, the maximum number of Shares which are subject to Option referred to in clause (i) above stands reduced to the extent of such Shares issued.

(v) The maximum number of Options that may be granted under the ESOP Scheme which shall not exceed 2,97,381 Options (representing 0.75% of the paid-up equity share capital of the Company on a post-ESOP (fully diluted) basis), in aggregate. The number of Options to be granted or maximum options can be granted to an Eligible Employee shall be determined by the Compensation Committee on a case-to-case basis, based on criteria such as designation; Longevity of Service; performance of Employee; performance of Company; or any other criteria as decided by the Compensation Committee time to time, provided that the grant to any Eligible Employee, shall at all times be within the aforesaid aggregate limit. Any grant(s) in excess of such limit or any thresholds prescribed under the SEBI SBEB Regulations shall be made only after obtaining the requisite and separate shareholder approval(s), as applicable.

(vi) Each Option, upon exercise, shall entitle the Option Grantee to be allotted one fully paid-up equity share of face value of Rs. 5/- (Rupees Five only) each of the Company, subject to adjustment in the event of any Corporate Action(s) as provided in the ESOP Scheme.

3. Identification of classes of employees entitled to participate and be beneficiaries in ESOP Scheme

(i) Following classes of Employees are eligible to participate in the ESOP Scheme:

a. Present and Future Permanent employees or Officer(s) of the Company, working in India or outside India;

b. A Director of the Company, whether a whole-time director or not including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

c. An Employee as defined in sub-articles (a) or (b), of the existing and future subsidiaries, working in India or outside India, if any.

(ii) Following classes of employees are not eligible to participate in ESOP Scheme:

a. An employee, officer or director who is a promoter or belongs to the promoter group;

b. A director who, either by himself/ herself or through his/her relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and

c. An independent director within the meaning of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(iii) The eligibility to participate in this ESOP Scheme would further be subject to such criteria as may be decided by the Compensation Committee at its own discretion, including, but not limited to the date of joining of the Employee with the Company, grade of the Employee, performance evaluation, period of service with the Company, criticality, merit of the Employee, future potential contribution of the Employee or any other criteria, as the Compensation Committee determines.

(iv) Based on the eligibility criteria as described in clause 3(i) above, the Compensation Committee at its sole discretion will decide the Employees eligible for Grant of Options under the ESOP Scheme and accordingly, the Company acting through the Compensation Committee would Grant the Options to the identified Employees under the ESOP Scheme.

4. Transferability of the Options under the ESOP Scheme

(i) No person other than such Option Grantee (including its Nominee) shall be entitled to the benefit arising out of such Options. The Options granted under this ESOP Scheme are not eligible to be sold, pledged, assigned, hypothecated, transferred or disposed of in any manner other than by will or by succession and except upon death or permanent disability of the Eligible Employee (in which case the Options will be exercisable by the nominee, as selected by the Eligible Employee). Any purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance not permitted under ESOP Scheme shall be void and unenforceable against the Company.

5. Requirements of vesting and period of vesting

(i) The minimum Vesting Period of an Option shall not be less than a period of 1 (one) year from the Date of Grant of such Option and not later than maximum period of 5 (five) years from the Date of Grant of such Option or such other period as may be provided in the Companies Act, 2013 and Applicable Laws, subject to relaxation in the event of death or Permanent Disability/ Incapacity of the Option Grantee in accordance with the SEBI SBEB Regulations.

(ii) Vesting of Options may be (i) time-based and/or (ii) linked to achievement of Company-level / Employee level performance conditions, as specified in the Grant Letter. Performance conditions may include, without limitation, achievement of thresholds/targets relating to Sales and/or Profit After Tax (PAT) for such measurement period and in such manner as may be approved by the Compensation Committee and be specified in the Grant Letter.

(iii) Provided further that in the event of death or Permanent Incapacity of an Option Grantee, the minimum Vesting Period of 12 months shall not be applicable and in such instances, the Options shall vest in terms of SEBI SBEB Regulations, on the date of the death or Permanent Disability/ Incapacity. All the Unvested Options shall vest immediately, in terms of SEBI Regulations, on the date of the death or Permanent Incapacity.

(iv) Vesting of Option would be subject to continued employment with Company or its subsidiary companies, as the case may be.

(v) The Vesting schedule and specific Vesting Conditions, subject to which vesting would take place, would be outlined in the Letter of Grant be given to the Option Grantee at the time of grant of Options. Further, the vesting of Options may vary from grantee to grantee as per the Grant Letter and objective criteria (including time-based and/or performance-based conditions) approved by the Compensation Committee. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOP Scheme.

(vi) Further, in case the Option Grantee is entitled to any fractional shares upon Vesting, such Options to be vested would be rounded off to the nearest whole integer.

(vii) Period of Long Leave (as defined in the ESOP Scheme) shall not be included in determining the vesting period, unless otherwise approved by the Compensation Committee and specified in the Grant Letter. In all other events including approved earned leave and sick leave (other than Long Leave), the period of leave shall be included to calculate the vesting period unless otherwise determined by the Compensation Committee.

(viii) Notwithstanding anything stipulated as part of the ESOP Scheme, Options which are not vested shall automatically lapse after the vesting date. Such Unvested Options shall revert to the ESOP Scheme and may be granted at the discretion of the Board or Compensation Committee to any other Eligible Employee.

(ix) Subject to Applicable Laws, and unless the Board and/ or Compensation Committee decides otherwise, no Options shall vest in an Option Grantee during any period in which such Option Grantee (i) while being in employment with the Company/Group, engages in any business or employment that creates a conflict of interest with the Company's business or materially breaches the Company Policies / Terms of Employment (including confidentiality and conflict of interest obligations); or (ii) materially breaches the confidentiality and intellectual property obligations owed to the Company. For clarity, nothing in this Clause shall be construed to create or expand any post-employment non-compete restriction beyond what is enforceable under Applicable Law; however, the Company may take action under the ESOP Scheme for material breach of confidentiality/IP and/or non-solicitation obligations, to the extent such obligations are applicable and enforceable. The Compensation Committee shall determine applicability of this Clause acting reasonably and in good faith, based on documented findings and in accordance with Applicable Laws.

(x) Where a formal investigation or disciplinary proceeding has been initiated by the Company (or any competent authority) against an Option Grantee in relation to alleged material misconduct / cause, the Compensation Committee may, acting reasonably and in good faith, place the Option Grantee's unvested Options and any pending exercise/allotment on hold during the pendency of such investigation/proceeding. The Compensation Committee shall review such hold at reasonable intervals and, in any case, at least once every 90 (ninety) days. Upon conclusion: (i) if the allegations are not sustained, the hold shall be lifted and vesting/exercise timelines shall continue; and (ii) if the allegations are sustained and result in termination for cause/misconduct, treatment of Options shall be as per the relevant cessation provisions of the ESOP Scheme.

6. Maximum period within which Options shall be vested

(i) All the Options granted on any date shall vest not later than 5 years from the date of Grant of such Option or such other period as may be provided in the Companies Act, 2013 and Applicable Laws, subject to relaxation in the event of death or Permanent Disability/ Incapacity of the Option Grantee in accordance with the SEBI SBEB Regulations. In the event of death or Permanent Disability/ Incapacity of the Option Grantee, the minimum Vesting Period of 12 months shall not be applicable and in such instances, the Options shall vest in terms of SEBI SBEB Regulations, on the date of the death or Permanent Disability/ Incapacity.

7. Exercise Price and pricing formula

(i) Details of the Exercise Price are set out in ESOP Scheme and the Grant Letter. The Exercise Price shall be decided by the Compensation Committee but shall not be less than 85% of the Market Price of equity shares as of the trading day immediately preceding the Grant Date and shall not be more than the Market Price of an equity share of the Company at the time of grant and shall be in conformity with the applicable accounting policies/standards, if any. The exact Exercise Price shall be communicated to each Option Grantee in the Grant Letter.

(ii) The Exercise Price shall in no event be lower than the face value of the equity shares as per the Companies Act, 2013.

8. Exercise Period and the process of Exercise/ acceptance of offer

(i) Exercise Period:

The Exercise Period for the Vested Options shall be as follows (subject always to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter to refer as 'SEBI PIT Regulations'), the Company's code of conduct and applicable trading window / pre-clearance requirements):

a. Any time after the Vesting Date and within 5 (five) years from the date of vesting of such Options; and

b. In the event of resignation (Good Leaver), Vested Options may be exercised within 60 days from the last working day of the Option Grantee, as per Clause 19 of the ESOP Scheme. Unvested Options shall lapse on the date of cessation.

(ii) Insider trading / trading window restrictions:

The Exercise of Options, issuance/allotment of Shares, shall be subject to and carried out in compliance with the SEBI PIT Regulations and the Company's code of conduct framed thereunder and all other Applicable Laws. The Eligible Employee shall undertake not to utilize or disclose any unpublished price sensitive information available and indulge in any trading activities prohibited under SEBI PIT Regulations and the Company's Code of Conduct. Also, the Option Grantee shall not divulge any details of the ESOP Scheme including Options granted to any person except with the prior permission of the Company obtained in writing.

(iii) An Option granted shall be exercisable in accordance with the terms of the ESOP Scheme, at such times and under such conditions as may be determined by the Compensation Committee and set forth in the Grant Letter. The Option shall be deemed to be exercised upon receipt by the Company of written or electronic notice or the Exercise Form (in accordance with the Grant Letter) from the person entitled to exercise the Option, along with full payment of the Exercise Price for the shares in respect of which the Option is exercised, applicable taxes and other charges. The detailed process of exercise including acceptance of offer is being given and as per the ESOP Scheme and the Grant Letter, be issued from time to time.

(iv) The unexercised portion of the Option will continue to be available to the Eligible Employee for Exercise upto 5 years from date of Vesting of such options. All the Vested Options not Exercised within the aforementioned time frame will lapse.

(v) In the event of death or Permanent Disability/ Incapacity of the Option Grantee, the unexercised portion of the Option will continue to be available to the Nominee or legal heir of the Option Grantee for Exercise upto 5 years from date of Vesting of such options. All the Vested Options not Exercised within the aforementioned time frame will lapse.

9. Appraisal process for determining the eligibility of employees under ESOP Scheme

(i) The Compensation Committee may on the basis of all or any of the following criteria including any modifications may be decided by the Compensation Committee from time to time, decide on the Employees who are eligible for the Grant of Options under the ESOP Scheme, the number of Options to be Granted and the terms and conditions thereof:

- ✓ Longevity of Service;
- ✓ Linked to performance of Employee;
- ✓ Linked to performance of Company;
- ✓ Any other criteria as decided by the Compensation Committee.

10. Maximum number of options to be granted/ issued per employee and in aggregate under ESOP Scheme

(i) The maximum number of Options that may be granted under the ESOP Scheme which shall not exceed 2,97,381 Options (representing 0.75% of the paid-up equity share capital of the Company on a post-ESOP (fully diluted) basis including such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), in aggregate. The number of Options to be granted or maximum options can be granted to an Eligible Employee shall be determined by the Compensation Committee on a case-to-case basis, based on criteria such as designation; Longevity of

Service; performance of Employee; performance of Company; or any other criteria as decided by the Compensation Committee time to time, provided that the grant to any Eligible Employee, shall at all times be within the aforesaid aggregate limit.

11. Maximum quantum of benefits to be provided per employee under ESOP Scheme

(i) The maximum quantum of benefits that will be provided to every Eligible Employee under the ESOP Scheme will be the difference between the Exercise Price and the Fair Market Value of the Company's share on the Recognized Stock Exchanges as on the Exercise Date.

12. Whether ESOP Scheme is proposed to be implemented and administered directly by the Company or through a trust?

(i) The ESOP Scheme shall be implemented through direct route wherein the Company shall issue and allot the required number of new Shares of the Company to the Eligible Employees, upon Exercise of the Option, by way of primary allotment of Shares.

13. Whether ESOP Scheme involves new issue of Shares by the Company or secondary acquisition by the trust or both?

(i) The ESOP Scheme shall be implemented through direct route wherein the Company shall issue and allot new shares to the Eligible Employees, upon Exercise of the Option, by way of primary allotment of Shares.

14. Amount of loan to be provided for implementation of ESOP Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not applicable.

15. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the scheme

As the ESOP Scheme is implemented through the direct route, no secondary acquisition of shares is involved.

16. Accounting and Disclosure Policies

(i) The Company shall follow the Applicable Laws/ regulations applicable to the Employee Stock Options and Accounting Standard Ind AS 102 on Share based Payments and/or any other relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act and/or the Institute of Chartered Accountants of India ("ICAI") from time to time, including any Guidance Note on Accounting for employee share based payments issued in that regard from time to time and any disclosure requirements prescribed therein.

(ii) The Company shall, to the extent required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("Listing Regulations")**, (i) disseminate the ESOP Scheme/documentation on the Company's website (including under Regulation 46) and (ii) make necessary intimations/disclosures to the stock exchange(s) (including under Regulation 30 and other applicable provisions) in relation to approval/amendment of the ESOP Scheme, grants and allotments, as applicable.

17. Method of Valuation

(i) The Exercise Price has been determined in conformity with the applicable accounting policies and standards, as may be in force from time to time.

(ii) The Fair Market Value of the Options shall be determined in accordance with Ind AS 102 (and such other applicable guidance) by an independent third-party valuer / merchant banker as may be appointed by the Compensation Committee, as applicable. Such determination shall be used for the relevant accounting/valuation purposes and shall be final and binding to that extent.

18. Declaration

It is hereby declared that in case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the stock options shall be disclosed in the Board of Directors' Report and the impact of this difference on profits and on Earnings Per Share (EPS) of the Company shall also be disclosed in the Board of Directors' Report.

19. Lock-in period

After the Options are converted into Equity Shares of the Company, the Equity Shares shall be freely transferable and will not be subject to any lock in period restriction, except as required under the Applicable Laws including but not limited to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or the Company's Code of Conduct / policies framed under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time.

20. Terms & conditions for buyback, if any, of specified securities/ Options covered under ESOP Scheme

The Compensation Committee will determine the procedure for buy-back of Options be granted under the ESOP Scheme, if to be undertaken at any time by the

Company, and the applicable terms and conditions in accordance with the Applicable Laws.

21. Adjustment of Corporate Action

Options granted under the ESOP Scheme shall be appropriately adjusted for the Corporate Action(s) such as rights issue, bonus issue, merger, sale of division and other reorganization of the capital structure of the Company (including buy back of Shares, split, consolidation of Shares etc.) undertaken by the Company, as provided in the ESOP Scheme.

22. Rights of an Option Grantee

Unless and until the Options have been Exercised and Shares are allotted to the Option Grantee in accordance with the provisions of Applicable Laws, the Option Grantee or his/her Nominee shall not have any rights whatsoever as a Shareholder.

23. Restrictions on the rights of Option Grantees

The Option Grantees are not entitled to any rights which the Shareholders enjoy including voting rights and rights in the Company as to dividend prior to conversion of Options into Shares and post conversion such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

24. Other General Terms and Conditions

(i) The detailed terms and conditions are contained in the ESOP Scheme. Further, terms not defined here in this Explanatory statement shall have the meanings ascribed to them in the ESOP Scheme.

(ii) The Compensation Committee may, pursuant to a special resolution, passed at a General Meeting at any time and from time to time vary, modify or alter the terms of the ESOP Scheme in accordance with the Act read with Rules made thereunder and SEBI SBEB Regulations or such other regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

(iii) The detailed ESOP Scheme has been uploaded on the website of the Company at www.studds.com prior to the dispatch of this Notice and shall remain available thereon until the close of the e-voting period. Further, copies of the ESOP Scheme and other documents referred to in accompanying notice are open for inspection by the members at the registered office of the Company during official hours on all working days (excluding Saturday, Sunday and Public holidays) during normal business hours 09:00 A.M. to 05:00 P.M. (IST), upto the date of AGM.

Any interest of key managerial personnel, directors or promoters in ESOP Scheme and effect thereof:

The Directors of the Company (other than Promoter Directors, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares) and KMPs of the Company, being Eligible Employees under the ESOP Scheme, may be deemed to be concerned or interested in the proposed resolution(s) to the extent of the Options that may be granted to them under the ESOP Scheme. Save and except the above, none of the directors and key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives is concerned or interested, financially or otherwise in the proposed resolution(s) as set out in Item no. 4 & 5 of the Notice for approval by the members, except to the extent of their shareholding in the Company or to the extent Options that may be granted to them under the ESOP Scheme 2026, in accordance with the applicable laws. The Promoters and members of the Promoter Group and Independent Directors are not eligible to participate in the ESOP Scheme and are therefore not interested in the resolution(s).

In terms of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with Section 62(1)(b) of the Companies Act, 2013 and rules made thereunder, the approval of the Shareholders is sought by way of Special Resolution for the approval of the Studds Accessories Limited Employee Stock Option Scheme, 2026. Thereby, the Board recommends the resolution as set out in Item no. 4 & 5 of the Notice for approval by the members as a Special Resolution for: (i) the approval of the Studds Accessories Limited Employee Stock Option Scheme, 2026; and (ii) the grant of ESOP Options to the Eligible Employees of the Subsidiary Company(ies) under the said Scheme.

Annexure-A

Details pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') ('SS-2') are mentioned below:

Particulars	For Item No. 3
Name of the Director & Director Identification Number (DIN)	Ms. Shilpa Arora (DIN:10733950)
Date of Birth (Age)	August 6, 1973 (52 Years)
Qualification	She holds a bachelor's degree in dental surgery from Manipal Academy of Higher Education. She holds a master's degree in business administration from the University of Toronto, Ontario, Canada.
Brief Resume of the Director including nature of experience & expertise in specific functional areas	She is a distinguished executive with diversified experience in the field of marketing and management. Her core competencies include strategic planning, marketing operations, operational and risk management, sales leadership, and data-driven decision-making. She is responsible for growing international sales and leading marketing efforts for our Company.
Designation/Category/ Directorship/ Terms and Conditions of appointment/ re-appointment	Whole-time Director of the Company in the category of Executive Director and designated as 'Global Sales Head' of the Company (except India, Nepal and Bangladesh) and CEO of Bikerz US Inc., a Wholly Owned Subsidiary of the Company, for a term of five consecutive years effective from August 24, 2024 to August 23, 2029 (both days inclusive) and her appointment is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013. Terms and Conditions are as per the approval sought from the members and set out in 42nd AGM held on September 30, 2024.
Details of Remuneration sought to be paid	Ms. Arora is entitled to remuneration, as approved by the members and set out in 42nd AGM held on September 30, 2024.
Remuneration last drawn	Rs.14.87 million per annum during financial year 2025-26.
Date of first appointment on the Board	August 24, 2024
No. of shares held (In the Company) (% to total capital) as on date	1,80,000 (0.46%)
Disclosure of relationship between Directors inter-se , Manager, and other Key Managerial Personnel of the Company	Ms. Arora is the daughter of Mr. Madhu Bhushan Khurana, Chairman and Managing Director and sister of Mr. Sidhartha Bhushan Khurana, Managing Director.
Number of Board Meetings attended during the Financial Year 2025-26	6 (Six)
Directorships held in other Companies in India [along with listed entities from which the person has resigned in the past three years]	None
Chairmanship/ Membership of the Committee of the Board of Directors of companies in which he/she is director (including our company)	Other Companies: None In Studds Accessories Limited: Corporate Social Responsibility Committee (Member) Risk Management Committee (Member)

By Order of the Board of Directors
For **Studds Accessories Limited**

Madhu Bhushan Khurana
Chairman and Managing Director
DIN: 00172770

Faridabad, May 23, 2026

Studds Accessories Limited, Plot No. 918, Sector 68,
IMT, Faridabad, Haryana - 121004 (India)

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