



SCOOBEE DAY GARMENTS (INDIA) LIMITED

(Formerly Known as Victory Paper And Boards (India) Limited)

CIN: L27100KL1994PLC008083 | GST : 32AAACV7612G1ZM

Regd. Office: 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala – 683 562

Web: www.scoobeedaygarments.com | e-mail: info@scoobeedaygarments.com | Phone: 0484 2680701

Date: 04.09.2024
SDGIL/BSE/2024-25/29

To,
The Bombay Stock Exchange
25th Floor, P J Tower
Dalal Street,
Fort, Mumbai – 400 001.

Ref: Scrip Code: 531234

Sub: - Submission of 30th AGM Notice and Annual Report of the Company.

Dear Sir/Madam,

This is further to our intimation dated 26th August 2024, the 30th AGM of the Company will be held on Thursday, 26th September 2024 at 11.00 a.m IST through Video Conferencing / Other Audio-Visual Means. In accordance with circulars issued by the Ministry of Corporate Affairs (MCA), shareholders will be able to attend and participate in the AGM only through VC / OAVM.

Pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company including the Notice of 30th AGM for the Financial Year 2023-24 which is being sent through electronic mode to the Members.

Pursuant to Regulation 42 of SEBI Listing Regulations, the Register of Members and the Share Transfer Books of the company shall remain closed from Thursday, 19th September, 2024 to Thursday, 26th September, 2024 (both dates inclusive) to convene the 30th Annual General Meeting of the company for the year March 31, 2024.



SCOOBEE DAY GARMENTS (INDIA) LIMITED

(Formerly Known as Victory Paper And Boards (India) Limited)

CIN: L27100KL1994PLC008083 | GST : 32AAACV7612G1ZM

Regd. Office: 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala – 683 562

Web: www.scoobeedaygarments.com | e-mail: info@scoobeedaygarments.com | Phone: 0484 2680701

Details of the book closure are as follows:

Scrip Code	Type of Security	Book Closure(Both days inclusive)	Purpose
531234	Equity	Thursday, September 19, 2024 to Thursday, September 26, 2024	30th AGM of the Company scheduled to be held on Thursday, 26th September 2024 at 11:00 AM

The Annual Report and the Notice of 30th Annual General Meeting is also uploaded on the Company's website.

Kindly take the above on record.

Thanking you,

Yours faithfully

For Scoobee Day Garments (India) Limited

CS Alphonsa Jose
Company Secretary & Compliance Officer

ANNUAL REPORT 2023 - 2024



SCOOBEE DAY GARMENTS (INDIA) LIMITED
Manufactures of High Quality Garments & Roofing Solution

Contents

01 MD's Message

02 Corporate Overview

03 Notice to Shareholders

04 Directors Report

Annexure A: Secretarial Audit Report

Annexure B: Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Annexure C: Particulars of Contracts or Arrangements with Related Parties in Form AOC-2

Annexure D: Particulars of Employees

05 Management Discussion and Analysis Report

06 Corporate Governance Report

07 Financials

I. Independent Auditor's Report

II. Balance Sheet

III. Statement of Profit and Loss

IV. Statement of Change in Equity

V. Cash Flow Statement

VI. Notes to the Financial Statements

Investor Information

Corporate Id No:

L27100KL1994PLC008083

ISIN

INE962E01015

Scrip Code

531234

AGM Date.

26th September, 2024 at 11.00 a.m

AGM is to held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')

Disclaimer

This document contains statements about expected future events and financials of Scoobee Day Garments (India) Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements.

Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis of this Annual Report.





Scoobee at a Glance

SCOOBEE DAY GARMENTS (INDIA) LIMITED is a prominent player in manufacturing of apparels and readymade garments and Roofing Solutions, specializing in the production of high-quality apparel for domestic and international markets. The company has steadily grown to become a respected name known for its commitment to quality, innovation, and sustainability in the textile sector and roofing solutions. Recognizing the importance of environmental sustainability, Scoobee day Garments (India) Limited integrates eco-friendly practices across its operations.

Scoobee day Garments (India) Limited stands as a testament to excellence in textile manufacturing, combining tradition with innovation to deliver superior products to its customers worldwide. With a strong foundation built on quality, sustainability, and community engagement, the company is poised for continued success in the dynamic marketplace.



Garments

The company is engaged in the business of producing high quality apparels and readymade garments.



Roofing

An all in one solution for aluminium /Galvanised Iron roofing including roofing sheets and its accessories.

Scoobee Day Garments (India) Limited promoted by the Anna Group, has been a leading industrial force in South India for over 50 years. Established by the late Shri. M.C Jacob a visionary and master business strategist based in Kerala, the group is renowned across the state for his remarkable ability to identify business opportunities and establish leadership in various sectors.

The Anna Group began as a manufacturer of aluminium products over five decades ago and has since diversified into sectors such as food and spices, textiles, and more. The group's commitment to quality and its skill in recognizing new business prospects and challenges have driven its growth. Following the success of its flagship company, Anna Group expanded its portfolio with the establishment of a textile unit, Kitex. The Scoobee Day and Trawellday Bags division within Kitex specializes in meeting the demand for school bags, travel bags, and related products. Additionally, Sara spices, founded in 1979, plays a significant role in the processing and distribution of spices, branded curry powders, and masalas.

Anna Group is dedicated to broadening its horizons with a diverse range of products and brands. From its popular aluminium utensils to the sought-after anodized aluminium extrusions, the company continues to evolve. Its state-of-the-art manufacturing units produce high-demand aluminium sheets for the construction industry.

The Company **Scoobee Day Garments (India) Limited** operates in two key segments: apparel and ready-made garments manufacturing, and roofing solutions. The company is a Public Limited Company, listed on the Bombay Stock Exchange under the Trade Code: SCOOBEEEDAY. It was originally incorporated under the Companies Act, 1956, as 'Victory Paper and Boards (India) Limited' on August 9, 1994, by the Registrar of Companies, Kerala. The Corporate Identification Number of the company is L27100KL1994PLC008083. The ISIN of the company is INE962E01015.



MD's COMMUNIQUE

Dear Esteemed Shareholders,

It is with great pleasure and heartfelt gratitude that I present this Annual Report for the Fiscal Year 2023-24. As we look back on the past year, I am deeply appreciative of your steadfast support and trust in Scoobee Day Garments (India) Limited. The year 2023-24 has been marked by significant transformation and growth for our company. Despite a challenging economic landscape with global uncertainties and shifting market dynamics, we have navigated these complexities with resilience, adaptability, and strategic vision.

This fiscal year, our company generated a total income of 409.91 million, compared to 527.94 million in the previous year. Our net profit after tax stood at 37.44 million, against the 78.38 million in the last year. Despite these financial figures, we have made considerable progress in expanding our market presence both domestically and internationally.

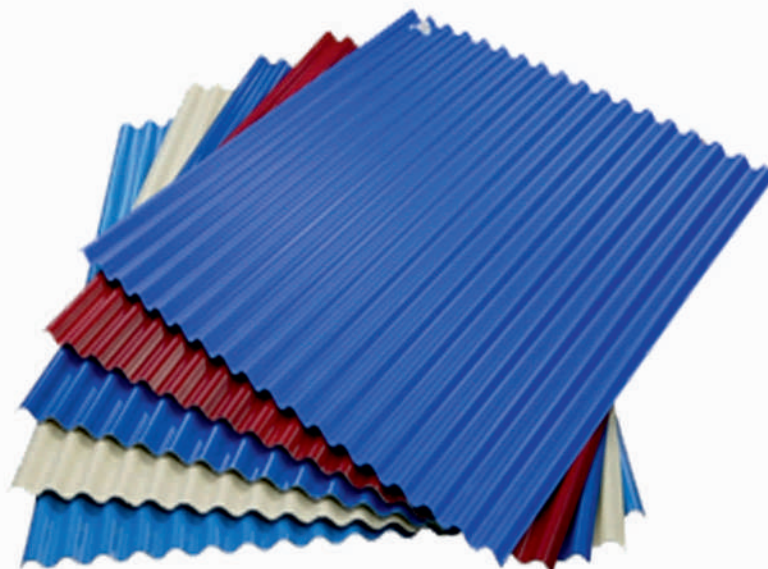
A key focus has been the development of our human capital. Recognizing that our employees are our greatest asset, we have continued to invest in their growth through comprehensive training programs, career development opportunities, and a supportive work environment.

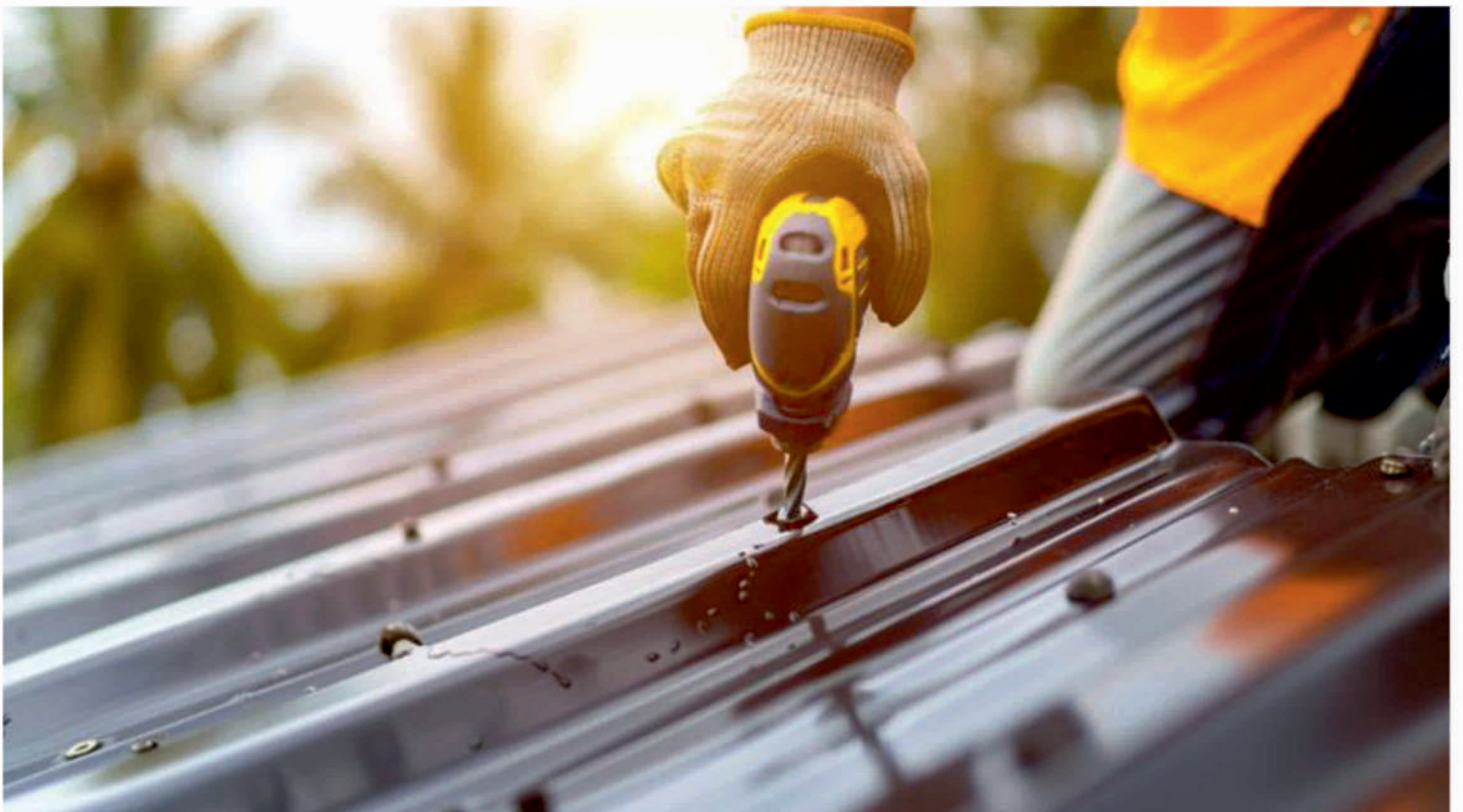
Looking forward, we remain optimistic about the opportunities ahead. The fashion and garment industry is evolving rapidly, and we are well-positioned to lead this change through our innovative strategies and customer-centric approach. Our future plans include expanding our product portfolio, enhancing our digital footprint, and exploring new growth avenues.

While the decline in revenue is notable, it represents a brief consolidation phase rather than a long-term trend. We are committed to returning to our growth trajectory and delivering sustainable, long-term value to our stakeholders.

I would like to extend my sincere thanks to our shareholders for your continued support, to our employees for their exceptional dedication, and to our partners and customers for their ongoing trust in Scoobee day Garments (India) Limited. Together, we have achieved significant milestones this year, and together, we will continue to reach new heights.

Thank you for your unwavering confidence in our vision and for being a crucial part of our journey.





Board of Directors



K LV NARAYANAN
Managing Director
DIN: 01273573

Mr. KLV Narayanan is a seasoned professional with over 40 years of extensive experience in export and business management. His contributions have not only shaped the early success of the company but also set the stage for future growth and innovation. His leadership and vision have left a lasting impact on the organization, influencing its trajectory and setting a benchmark for excellence in the industry. His four decades of experience in export and business management underscore a career characterized by strategic acumen, operational excellence, and a commitment to growth.



DONY DOMINIC
Director
DIN: 03588411

Mr. Dony Dominic is a distinguished Chartered Accountant and a Director with extensive expertise in Corporate Accounting and Finance. His qualifications and hands-on experience have equipped him with a comprehensive understanding of financial principles, regulatory requirements, and strategic financial planning. Key contributions include Corporate Accounting, Financial Management and Leadership in Managerial and Directorial responsibilities.



JEFF JACOB
Director
DIN: 08652962

Mr. Jeff Jacob is an accomplished Director with a robust educational background and over five years of specialized experience in Business Expansion and Material Management. Mr. Jeff Jacob has developed a deep expertise in strategic planning and operational efficiency, driving significant growth and optimization initiatives for the company. His leadership in business expansion efforts and his adept management of material resources have been instrumental in advancing the company's objectives and achieving operational excellence.



Mr. Satheeshkumar Gopakumar is a distinguished Chartered Accountant with extensive experience in Corporate Accounting and Finance. With a robust background in both managerial and directorial roles, Mr. Satheeshkumar Gopakumar brings a wealth of expertise to his position as Independent Director at Scoobee Day Garments (India) Limited. His career spans various leadership capacities where he has demonstrated excellence in financial strategy, corporate governance, and financial management. Mr. Gopakumar's strategic insights and profound knowledge of financial regulations and corporate accounting continue to guide the company's financial stewardship and governance practices.

SATHEESHKUMAR GOPAKUMAR

Independent Director

DIN: 03425296



Mrs. Elsamma Titus is having 15 years of HR generalist experience, including three years managing a fast-paced HR function. Proven ability to provide critical support in the development and implementation of HR strategies that achieve business results. Equally adept at optimizing performance through organizational change. Excellent skills in problem solving, multitasking and communications.

ELSAMMA MATHEW TITUS

Independent Director

DIN: 09712874



Shri. Augustine Antony is having a Diploma in Electrical Engineering and has an experience of 22 years in various Manufacturing Industries. Vast knowledge in the Electrical Engineering makes him an expert in the field. His contributions are in the field of problem solving and risk mitigation in different areas.

AUGUSTINE ANTONY

Independent Director

DIN: 09710570

Board Structure

Name	Designation	Committee(s)
K L V Narayanan	Managing Director	C
Dony Dominic	Director	A N S C
Jeff Jacob	Director	
Satheesh Kumar Gopa Kumar	Independent Director	C
Augustine Antony	Independent Director	A N S
Elsamma Mathew Titus	Independent Director	A N S

- A** Audit Committee
- N** Nomination & Remuneration Committee
- S** Stakeholders' Relationship Committee
- C** Corporate Social Responsibility Committee

Chairperson ●

Member ●



CORPORATE INFORMATION

Chief Financial Officer

Mrs. Zaphia Fareed

Company Secretary

Mrs. Alphonsa Jose

Auditors

Mr. Anil K Nayar

Chartered Accountant
28/2975A, Elenjeril Road
Kadavanthra,
Kochi -682020

Bankers

Federal Bank, Kizhakkambalam
Indian Bank, Ernakulam
Axis Bank, Ernakulam

Listed At

Bombay Stock Exchange

Registrars & Share Transfer Agents

Cameo Corporate Services Limited
Subramanian Building, No.1
Club House Road, Chennai – 600002,
Tamil Nadu, India

Secretarial Auditor

M/s Caesar Pinto John & Associates,
LLP, Company Secretaries,
Ernakulam

Internal Auditor

M/s. Nimmy Michael & Associates
Chartered Accountants, Ernakulam

Investor Service Email:

info@scoobedaygarments.com

Website:

www.scoobedaygarments.com

REGISTERED OFFICE

666/12, Anna Aluminium
Building
Kizhakkambalam
Aluva, Ernakulam ,Kerala -
683562
Ph:0484 2680701

FACTORY

6/1, Nedungur (Village),
Karudayampalayam P.O., K
Paramathi, Karur, Tamil Nadu –
639 111

CIN: L27100KL1994PLC008083

NOTICE

Notice is hereby given that the 30th Annual General Meeting (AGM) of the members of Scoobee Day Garments (India) Limited (the company) will be held on Thursday, 26th September 2024 at 11.00 a.m (IST) through two way video conferencing (“VC”) / other audio visual means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

Item No.1 Adoption of the Audited Financial Statements, Directors’ and the Statutory Auditors Report for the Financial Year ended March 31, 2024.

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

Item No.2 Re-appointment of Mr. Dony Dominic (DIN: 03588411), who retires by rotation.

To appoint a Director in place of Mr. Dony Dominic (DIN: 03588411), who retires by rotation and being eligible, offers himself for re-appointment.

Item No.3 Appointment of M/s Varma & Varma, Chartered Accountants, (Firm Registration No: 004532S) as Statutory Auditors of the company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read

with the Companies (Audit and Auditors Rules), 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any M/s Varma and Varma, Chartered Accountants, (FRN: 004532S) Daiwik Arcade, Thiruvambady Road, Punkunnam, Thrissur-680002 be and is hereby appointed as the Statutory Auditors of the company for a period of 5 years from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company, i.e at the Financial Year 2028-29 at such remuneration as may be mutually agreed between Board of Directors of the Company or Committee thereof and the Auditors .

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with both the above Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.

SPECIAL BUSINESS

ITEM NO.4 RATIFICATION AND APPROVAL OF RELATED PARTY TRANSACTIONS WITH GROUP COMPANIES

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its 7 Powers) Rules, 2014,

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and on the approval of Audit Committee, approval of

Shareholders be and is hereby accorded to the Board of Directors of the Company to ratify and approve the contract(s)/ arrangement(s)/ transaction(s) with related parties happened for the year ended 2023-2024 as detailed below

Related Party Transactions for the Financial Year 2023-24

Parties	Opening Balance	During the Year	Closing Balance
Kitex Limited	14,34,20,653.49 Cr	5,01,73,644.48 Dr	9,32,47,009.01 Cr
Kitex Garments Limited	2,72,535.99 Dr	2,71,949.99 Cr	586.00 Dr
Anna Aluminium Company Private Limited	28,45,29,863.41 Cr	17,00,725.81 Cr	28,62,30,589.22 Cr
Sara Spices Private Limited	8,96,767.90 Dr	41,41,295.86 Dr	32,44,527.96 Dr

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Item No. 5 Approval for Material Related Party Transaction(s).

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Regulations) and the

Company’s policy on Related Party transaction(s), and on the approval of Audit Committee and the Articles of Association of the Company and such approvals, consents, sanctions and permissions, as may be necessary, the consent of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and/or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) for a period of 5 Years with:

- (i) Sara Spices Private Limited –Not exceeding Rs. 10 Cr. P.a
- (ii) Anna Aluminium Private Limited – Not exceeding Rs. 10 Cr. P.a
- (iii) Anna Aluminium Vessels – Not exceeding Rs.5 Cr. P.a

on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and file

requisite forms with the regulatory authorities.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

By order of the Board
For Scoobee Day Garments (India)Limited

Sd/-
Alphonsa Jose
Company Secretary

Place: Kizhakkambalam
Dated: 31.08.2024



NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 4 and 5 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").

2. The Ministry of Corporate Affairs, Government of India ("MCA") vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively, ("MCA Circulars") has allowed conduct of Annual General Meetings ("AGM") by Companies through Video Conferencing/ Other Audio- Visual Means ("VC/ OAVM") facility up to September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/ CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 30th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue.

The deemed venue for the 30th AGM shall be the Registered Office of the Company at Scoobee Day Garments (India) Limited, 666/12, Anna Aluminium Building, Kizhakkamabalam, Aluva, Ernakulam, Kerala - 683 562.

3. In terms of the MCA Circulars, physical

attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 30th AGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the 30th AGM through VC/ OAVM facility and e-Voting during the 30th AGM.

3. In line with the General Circular Nos. 20/2020 dated May 05, 2020 and No. 02/2021 dated January 13, 2021, and the relevant circulars issued by SEBI, the Notice of this AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA. The Notice of 30th Annual General Meeting and Annual Report for FY 2023-24 is also available on the Company's website www.scoobedaygarments.com website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com. Since the 30th AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, SS-2 issued by the ICSI and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 30th AGM and facility for those members participating in the 30th AGM to cast vote through e-Voting system. The Company has engaged the services of CDSL to provide e-Voting and VC/ OAVM facility.

5. The members may join the AGM in the VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Members may note that the VC/ OAVM facility provided by CDSL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e. members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the 30th AGM without any restriction on account of first-come-first-served basis.

7. Attendance of the members participating in the 30th AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Institutional shareholders (i.e. investors other than individuals, HUF, NRI etc.) intending to appoint authorised representative to participate and/ or vote through e-voting, are requested to send scanned copy of the certified true copy of Board Resolution/ Authority letter etc. to the Scrutinizer by e-mail to caeserpintojohn@gmail.com. Institutional Shareholders and Corporate Members may also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "eVoting" tab in their login.

The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 19th September, 2024 to Thursday, 26th September, 2024 (both dates inclusive) to convene the 30th Annual General Meeting of the company for the year March 31, 2024.

9. SEBI vide its notification dated January 25, 2022, has mandated listed companies to issue securities in dematerialised form only while processing service requests, viz., 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. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or M/s. Cameo Corporate Services Limited ('RTA'), for assistance in this regard.

10. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account.

11. Effective January 01, 2022, Grievance Redressal / Service Requests can be availed with the RTA only after the required documents / complete data as mandated are furnished for physical folios.

12. The Central Board of Direct Taxes ('CBDT') has mandated linking PAN & Aadhaar. In this regard, Members are requested to link their PAN with Aadhaar on or before June 30, 2023, being the last date specified by CBDT for linking PAN and Aadhaar. The securities held in physical folios that have no PAN registered against the same/ have invalid PAN / have PAN not linked with Aadhaar, as on the notified cut-off date of September 30, 2023, or any other date specified, shall also be frozen.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as the name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs, in case they hold the shares in electronic form and to the Company's Registrars and Transfer Agents, Cameo Corporate Services Limited for shares held in

9. physical form, with relevant documents.

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote by electronic means in respect of the resolutions to be passed at the 30th Annual General Meeting.

2. The facility for e-Voting shall also be made available during the AGM, and Members attending the AGM through VC / OAVM, who have not already cast their vote by remote e- Voting, may exercise their right to vote during the AGM through the CDSL portal at www.evotingindia.com.

3. The remote e-Voting period (for e-Voting prior to the AGM) commences on **Monday, 23rd September, 2024 at 9.00 am (IST) and ends on Wednesday, 25th September, 2024 at 05.00 pm (IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter. The Members of the Company, holding shares either in physical form or in dematerialised form, as on **the cut-off date of 19th September, 2024** may cast their vote by remote e-Voting. The voting right of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, being 05th September, 2024. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast a vote again.

4. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositaries

as on 19th September 2024 (the “Cut-off Date”) only shall be entitled to vote through remote e-voting and at the venue of AGM.

5. The Board of Directors has appointed CS Nikhil George Pinto, Partner, M/s CaesarPintoJohn & Associates, LLP, Company Secretaries, Cochin, as the Scrutinizer to scrutinize the voting at the AGM and remote e- Voting process in a fair and transparent manner.

6. The Scrutinizer shall after the conclusion of e-Voting at the 30th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 30th AGM, who shall then countersign and declare the result of the voting forthwith.

7. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.scoobeedaygarments.com / investors and on the website of CDSL at www.evotingindia.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited.

8. All documents referred to in the accompanying Notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Sundays upto and including the date of the Annual General Meeting of the Company. Members may also note that the Notice and Annual Report of the Company for the Financial Year 2023-24 are available on Company's website at www.scoobeedaygarments.com.

9. The Members who have cast their vote by

remote e-Voting prior to the AGM may also participate in the AGM through VC / OAVM but shall not be entitled to cast their vote through e-Voting again.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 23rd September 2024 and ends on 25th September, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off 19th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to

listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service

	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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
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 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

6) If you are a first-time user follow the steps given below:

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your

vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



vii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; caesarointojohn@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@scoobeedaygarments.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@scoobeedaygarments.com. These

queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM 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 system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to

helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

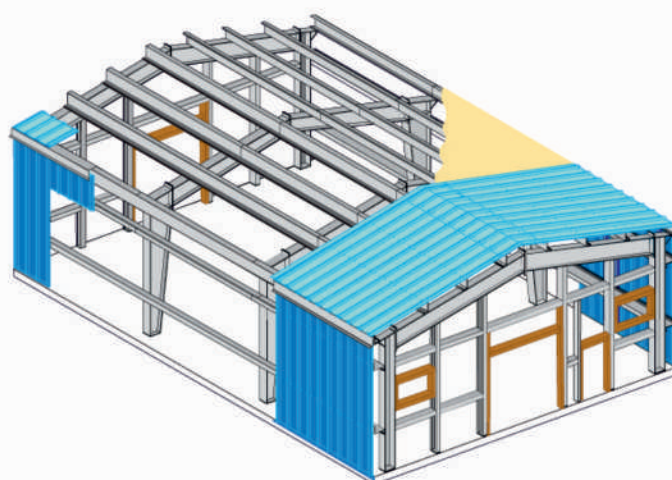
All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33

The EVSN generated for e-voting is 240831042.

By order of the Board
For Scoobee Day Garments (India) Limited

Sd/-
Alphonsa Jose
Company Secretary

Place: Kizhakkambalam
Date: 31.08.2024



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No.4 Ratification and approval of Related Party Transaction with Group Companies

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs.1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. The transactions held between the Company and the related parties during the financial year 2023-2024 falls below the above threshold limit, hence not considered material.

Accordingly, the Company has obtained prior approval of the members by way of an Ordinary Resolution for entering into transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its Group Companies. The Audit Committee had reviewed and ratified the material related party transactions entered into by the Company during the FY 2023-2024. Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided as **Annexure B**.

All the Related Party Transaction(s) entered into

by the company during the Financial Year 2023-24 were in the ordinary course of business of the Company ad on arm's length basis.

The Board recommends passing of the Special Resolution as set out in item number 4 of this Notice, for approval by the Members of the Company in order to ratify the transactions.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Special Resolution, as set out in item number 4 of this Notice.

None of the Directors and KMP of the company and their relatives is concerned or interested, financial or otherwise in this resolution.



Item No.5 Approval for Material Related Party Transactions

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs.1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

To facilitate smooth business, prior approval of the Members is being sought to enable the Company to enter into transaction(s) (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its group companies Sara Spices Private Limited, Anna Aluminium Private Limited and Anna Aluminium Vessels respectively, being a related party of the Company, during the financial year 2024- 2025, which may exceed the materiality threshold as per the SEBI Listing Regulations. The Audit Committee has reviewed and approved the proposed material related party transactions to be entered into by the Company during the Financial Year 2024-2025.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during the Financial Year 2024-2025 would be in the ordinary course of business of the Company and on an arm's length basis.

The Board recommends passing of the Special Resolution as set out in item number 5 of this Notice, for approval by the by the Members of the Company.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Special Resolution, as set out in item number 5 of this Notice.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, for the Financial Year 2024-25. Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided as **Annexure C**.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise in this resolution.



Annexure A

Appointment/Re-appointment of Director:

Disclosure required under Clause 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard -2 in respect of a Director seeking appointment/ re-appointment at the 30th Annual General Meeting.

Name of Director	Mr. Dony Dominic
DIN	03588411
Date of Birth and age	24.02.1969, 54 Years
Nationality	Indian
Date of appointment	30.10.2017
Qualification	Chartered Accountant
Experience & Expertise	Mr. Dony Dominic is a distinguished Chartered Accountant and a Director with extensive expertise in Corporate Accounting and Finance. His qualifications and hands-on experience have equipped him with a comprehensive understanding of financial principles, regulatory requirements, and strategic financial planning. Key contributions include Corporate Accounting, Financial Management and Leadership in Managerial and Directorial responsibilities.
Shareholding in Scoobee day Garments (India) Limited	Nil
List of directorship on other Boards	1. Anna Aluminium Products (India) Limited 2. Kitex Limited 3. Anna Power Projects Private Limited
Number of Board Meetings attended during the year(FY 2023-24)	Four out of Four
List of Membership / Chairmanship of Committees on other Boards	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not Related to any other Directors
Terms of Re-Appointment	Retire by Rotation
Details of Remuneration last drawn	NA
Skills and capabilities required for the role and the manner in which Mr. Dony Dominic meets such requirements	Understanding of Business Industry, Leadership and Entrepreneurship, Corporate Governance, Technology and Critical & Innovative Thoughts.

By the order of the Board
For Scoobee Day Garments (India) Limited

Sd/-

Alphonsa Jose
Company Secretary

Place: Kizhakkambalam
Date: 31.08.2024

Annexure B

INFORMATION REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No. 3 – Appointment of M/s Varma and Varma, Chartered Accountants, (FRN: 004532S) Daiwik Arcade, Thiruvambady Road, Punnamm, Thrissur – 680002 as Statutory Auditors of the Company.

Though this item is an ordinary business, the explanatory statement is required under Regulation 36(5) of SEBI (LODR), Regulations 2015 as amended from time to time.

M/s. Varma & Varma, Chartered Accountants is reputed firm with extensive experience in handling audits since the year 1935. They are the experts of providing services like, Audit and Assurance, Taxation, Incorporation and Investment Advisory and Business Consultancy and Valuation. The Company has received the written consent and required certificates of the proposed auditors to the appointment.

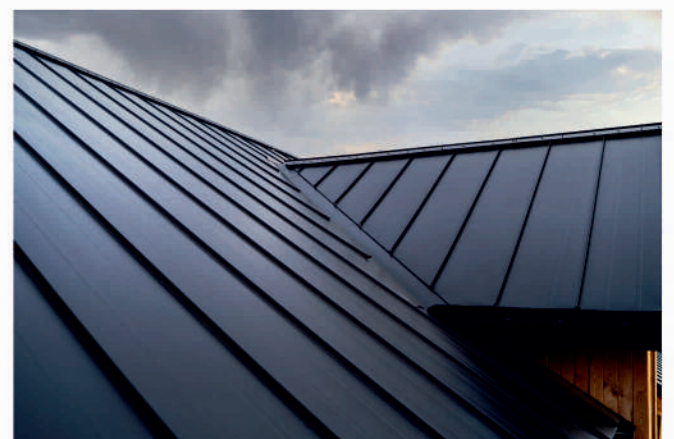
The Board of Directors in their meeting held on 12.08.2024, after consideration of the recommendations of the Audit Committee, had approved appointment of M/s. Varma & Varma, as Statutory Auditors of the Company for a period of 5 years from the conclusion of 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company and recommended the same to the shareholders of the company for their consideration and approval.

The terms of appointment and conditions including for Statutory Auditors depending upon their respective scope of work as may be mutually agreed between the Board and

Statutory Auditors.

Brief Profile of Statutory Auditors:

M/s Varma & Varma, Chartered Accountants was founded in 1935 and is registered with the Institute of Chartered Accountants of India (ICAI). Originally based in Kochi, the firm has expanded significantly and now operates with 33 partners across nine offices throughout India. Redraft offers a comprehensive range of services, including Audit & Assurance, Taxation Representation & Advisory, Incorporation & Investment Advisory, and Management Services.



Annexure C

INFORMATION REQUIRED UNDER REGULATION 23 OF THE SEBI LISTING REGULATIONS READ WITH SEBI CIRCULAR DATED 22ND NOVEMBER, 2021 IS PROVIDED HEREWITH:

Ratification of transaction during FY 2023-24

Figures in Lakhs

(i)	Name of the related party	Kitex Limited	Kitex Garments Limited	Anna Aluminium Company Private Limited	Sara Spices Private Limited
(ii)	Nature of relationship	The director of the Company Mr. Dony Dominic is also a director of Kitex Limited and our promoters Mr. Bobby M Jacob and Mrs. Minny Bobby holds majority shares of Kitex Limited.	The director of the Company Mr. K L V Narayanan is also a director of Kitex Garments Limited and the relative of promoters holds shares in Kitex Garments Limited.	Major shareholder of the Company	The promoters of the Company Mr. Bobby M Jacob and Mrs. Minni Bobby Jacob are the directors and shareholders of the Company Sara Spices Private Limited
(iii)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement	Purchase/ Sale/ Job work or any marketing, tie agreements for garments and textile items Duration: 5 Years	Purchase/ Sale/ Job work or any marketing, tie agreements for garments and textile items Duration: 5 Years	Purchase/ Sale/ Job work or any marketing, tie up/ agreements for Aluminium, steel and other ferrous or non-ferrous metal products including roofing sheets and related materials Duration: 5 Years	Purchase/ Sale/ Job work or any marketing, tie up/agreements for garments and textile items
(iv)	Material terms, particulars of the contract or arrangement;	Rs. 1000,000,000/- (Rupees One Hundred Crore) per annum	Rs. 500,000,000/- (Rupees Fifty Crore) per annum	500,000,000/- (Rupees Fifty Crores only)	Purchase of Goods
(v)	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	-	-	-	-
(vi)	The Manner of determining the pricing and other commercial terms, both included as	The pricing and other commercial terms are in the ordinary course of business at arm's length basis	The pricing and other commercial terms are in the ordinary course of business at arm's length basis	The pricing and other commercial terms are in the ordinary course of business at arm's length basis	The pricing and other commercial terms are in the ordinary course of business at arm's length basis

	part of contract and not considered as part of the contract				
(vii)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	All factors considered	All factors considered	All factors considered	All factors considered
(viii)	Any other information relevant or important for the members to take a decision on the proposed resolution	-	-	-	-



Annexure D

INFORMATION REQUIRED UNDER REGULATION 23 OF THE SEBI LISTING REGULATIONS READ WITH SEBI CIRCULAR DATED 22ND NOVEMBER, 2021 IS PROVIDED HEREWITH:

(i)	Name of the related party	Sara Spices Private Limited	Anna Aluminium Private Limited	Anna Aluminium Vessels
(ii)	Nature of relationship	The promoters of the Company Mr. Bobby M Jacob and Mrs. Minni Bobby Jacob are the directors and shareholders of the Company	The promoters of the Company Mr. Bobby M Jacob and Mrs. Minni Bobby Jacob are the directors and shareholders of the Company	The promoters of the Company Mr. Bobby M Jacob and Mrs. Minni Bobby Jacob are the Partners of the Firm
(iii)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement	Purchase/ Sale/ Job work or any marketing, tie up/agreements for garments and textile items Duration: 5 Years	Purchase/ Sale/ Job work or any marketing, tie up/agreements for garments and textile items Duration: 5 Years	Purchase/ Sale/ Job work or any marketing, tie up/agreements for garments and textile items Duration: 5 Years
(iv)	Material terms, particulars of the contract or arrangement;	Rs. 10,00,00,000/- (Rupees Ten Crore) per annum	Rs. 10,00,00,000/- (Rupees Ten Crore) per annum	Rs. 5,00,00,000/- (Rupees Five Crore) per annum
(v)	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	-	-	-
(vi)	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing and other commercial terms are in the ordinary course of business at arm's length basis	The pricing and other commercial terms are in the ordinary course of business at arm's length basis	The pricing and other commercial terms are in the ordinary course of business at arm's length basis
(vii)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	All factors considered	All factors considered	All factors considered

(viii)	Any other information relevant or important for the members to take a decision on the proposed resolution	-	-	-
--------	---	---	---	---



DIRECTORS' Report

Dear Members,

Your Directors are pleased to present the 30th Annual Report on the business and operations of the company (SDGIL) together with the Audited Financial Statements for the financial year ended March 31, 2024.

1. CORPORATE OVERVIEW AND GENERAL INFORMATION

Founded in 1994 as Victory Paper and Boards (India) Limited promoted by Anna Group, the industrial leaders for more than 50 years in south India. During the year 2017-18, the company has taken over by the present management. The company has started Aluminium roofing sheet production during the year 2018-19. In addition, Company has acquired a fully operational textile Unit at Karur, Tamil Nadu, spanning 32.5 acres of land and 5.5 lakh sq.ft of Factory building. Commercial operations at this unit began in the 2019-20 financial year. To better reflect its current activities, the company changed its name to Scoobee Day garments (India) Limited effective September 30, 2021. Scoobee Day Garments (India) Limited now operates in two key segments: the Manufacturing of apparels and readymade garments and Roofing solutions. The Company is actively exploring new opportunities across India and is actively evaluating opportunities in India.

2. FINANCIAL SUMMARY AND STATE OF COMPANY'S AFFAIRS

The Audited Financial Statements of your Company as on 31st March, 2024 are prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The summarized financial highlights are depicted below:

(Figures in lakhs)

Particulars	31.03.2024	31.03.2023
Revenue from operations	4021.21	5091.41
Other Income	779.20	188.00
Total Income	4099.13	5279.42
Total expense before interest, depreciation and taxes	3160.70	3896.12
Profit/(Loss) before interest, depreciation and taxes	938.43	1383.30
Interest Expense	286.16	356.59
Profit/(Loss) before depreciation and taxes	652.27	1026.70
Depreciation expense	247.03	242.94
Profit/(Loss) before taxes	405.22	783.76
Tax expense		-
Current Tax	30.83	-
Deferred Tax		
Profit/(Loss) after tax	374.39	783.76

The company during the year reported total income of Rs. 4099.13 lakhs as against Rs. 5279.42 lakhs in the previous year. The net profit after tax amounted to Rs. 374.39 lakhs as against Rs. 783.76 lakhs in the previous year.

There are no material changes or commitments affecting the financial position of the company between the end of the financial year and the date of this report.

There were no material events that had an

impact on the affairs of your company. There is no change in the nature of your Company's business during the year under review.

3. SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2024 stood at Rs.13.50 Crore. There was no change in the paid up share capital during the year under review. The Company does not have any outstanding paid-up preference share

capital as on the date of this Report. During the year under review, the Company has neither issued any shares with differential voting rights nor granted any Stock options or sweat equity or warrants.

2. DIVIDEND AND RESERVES

Considering the carried forward loss and the need to conserve resources, the Directors consider it prudent not to recommend payment of any dividend to the members for the year ended 31st March, 2024. During the year under review, the company has not transferred any amount to any of the reserves maintained by the company and there were no amounts to be transferred to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of Section 124 (5) of the Companies Act, 2013 (the Act).

3. CREDIT RATING

The long term credit rating of your company, as given by CRISIL Ratings Limited, was stable as the ratings compared on previous on the bank facilities to CRISIL 'BB-/Stable/CRISIL A4+' from 'CRISIL and B+/Stable/CRISIL A4'.

4. FINANCIAL STATEMENTS

Your Company has consistently applied applicable accounting policies during the year under review. The Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company discloses standalone financial results on a quarterly basis which are subjected to limited review and publishes standalone audited financial statements on an annual basis. There were no revisions made to the financial statements during the year under review.

5. RELATED PARTY TRANSACTIONS

All transactions or arrangement entered into with the related parties for the year under review were on arm's length basis and in the ordinary course of

business. Hence the provisions of Section 188 of the Companies Act, 2013 and the Rules Made thereunder are not attracted. Accordingly, the disclosure of Related Party Transactions as required under Section 134 (3) (h) of the Companies Act, 2013 in Form AOC 2 is enclosed as **Annexure C.**

C. However certain related party transactions were considered as material in accordance with the Company policy on materiality of related party transactions and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for which approved by shareholders at Annual General Meeting. The company has developed a framework through Standard Operating Procedures for the purpose of identification and monitoring of such Related Party Transactions.

All Related Party Transactions were placed before the Audit Committee and also before the Board for their approval. Prior approval of the Audit Committee was obtained for the transactions which were of a repetitive nature. The transactions entered into pursuant to the approval so granted were reviewed and statements giving details of all related party transactions were placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

All Related Party Transactions were placed before the Audit Committee as also to the Board for approval. The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company viz., http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508285_Policy_on_Related_Party_Transactions.pdf.

The Members may refer to Note 30.5 to the Standalone Financial Statements which sets out the related party disclosures as per the Indian Accounting Standards.

8. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS BY THE COMPANY.

During the year under Report, your company has not given directly or indirectly any loan to any person or other body corporate or has given any guarantee or provide security in connection with a loan to any other body corporate or person and has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as prescribed under section 186 of the Companies Act, 2013.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition

As on March 31, 2024, the Board of Directors of the Company comprises of Six Directors, of which one Executive and five are Non- Executive Directors, which includes, three Independent Directors. The composition of the Board of Directors is in compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Act.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

All the Directors have also affirmed that they have complied with the Company's Code of Business Conduct & Ethics. In terms of requirements of the Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors

in the context of the Company's businesses, which are detailed in the Report on Corporate Governance. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs.

In the view of the Board, all the directors possess the requisite skills, expertise, integrity, competence, as well as experience considered to be vital for business growth. The detailed analysis of various skills, qualifications and attributes as required and available with the Board has been presented in the Corporate Governance Report.

As per the provisions of Section 203 of the Act, following are the Key Managerial Personnel of the Company as on the date of this Report:

1. Mr. K L V Narayanan – Managing director
2. Mrs. Zaphia Fareed- Chief Financial Officer, and
3. Mrs. Alphonsa Jose - Company Secretary and Compliance Officer

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Dony Dominic (DIN: 03588411), Non-Executive Director retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible offers himself for re-appointment.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirms that:

- a) in the preparation of the Annual Accounts for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) the Directors have selected such accounting policies and applied them consistently and made judgements 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 at March 31, 2024 and of the Profit of the Company for the year ended on that date;

c) 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;

d) the annual accounts have been prepared on a going concern basis;

e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. ANNUAL PERFORMANCE EVALUATION

Your Company believes that the process of performance evaluation at the Board level is pivotal to its Board engagement and effectiveness. The Nomination and Remuneration Policy of the Company empowers the Board to formulate a process for effective evaluation of the performance of individual directors, Committees of the Board and the Board as a whole pursuant to the provisions of the Act and Regulation 17 and Part D of Schedule II to the Listing Regulations.

The Board has carried out the annual performance evaluation of its own performance, of Committees of the Board and of the Directors individually. A structured questionnaire was prepared after taking into consideration inputs received from the

Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specified duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of Independent Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company.

The Independent Directors of the Company met on August 12, 2023, without the presence of Non-Independent Directors and members of the management to review the performance of Non-Independent Directors and the Board of Directors as a whole; review the performance of the Managing Director of the Company and to assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

Dedicated time was reserved for Board feedback on the agenda. Board interaction between meetings was stepped up through Board calls on various topics. Specific items were also added in the Board agenda from a governance perspective.

12. POLICY ON NOMINATION AND REMUNERATION AND PERFORMANCE

The Board of Directors have framed a Nomination and Remuneration policy which lays down a framework for determining the qualifications, positive attributes, Independence of a Director and the policy on remuneration of Directors, Key Managerial Personnel, Senior Management Employees including functional heads and other employees. The Nomination and Remuneration Policy is available on the website of the company in the web link:

[http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508044.Nomination Remuneration and Evaluation Policy.pdf](http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508044.Nomination%20Remuneration%20and%20Evaluation%20Policy.pdf)

The policy lays emphasis on the importance of diversity within the Board, encourages diversity of thought, experience, background, knowledge, ethnicity, perspective, age and gender at the time of appointment.

The Nomination and Remuneration policy is directed towards rewarding performance, based on achievement of goals. It is aimed at attracting and retaining high calibre talent.

The salient features of the Nomination and Remuneration policy are as follows:

a. The policy has been framed in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. The policy spells out the criteria for determining qualifications, positive attributes, and independence of a Director and the remuneration of Directors, Key Managerial Personnel and Senior Management including functional heads.

c. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.

d. No Independent Director shall hold office for more than two consecutive terms of maximum 5 years each. In the event the same person is to be appointed as an Independent Director after two consecutive terms of five years, a cooling period of 3 years is required to be fulfilled.

e. The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise

even after attaining the retirement age, for the benefit of the Company.

f. The remuneration/ commission shall be in accordance with the statutory provisions of the Companies Act, 2013 and the rules made thereunder for the time being in force.

g. Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

h. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and the Nomination and Remuneration Committee shall amend this Policy accordingly.

13. MEETINGS OF THE BOARD AND ITS COMMITTEES.

The Board met five times during the year under review and has accepted all recommendations made to it by its various committees.

The details of the number of meetings of the Board held during the Financial Year 2023- 24 and the attendance of Directors form part of the Report on Corporate Governance.

14. COMMITTEES OF THE BOARD

The Board of Directors has the following Committees as on March 31, 2023:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Committee of Directors (Stakeholders' Relationship Committee)
- d) Corporate Social Responsibility Committee

The details of the Committees of the Board along with their composition, number of meetings and attendance at the meetings are provided in the

Corporate Governance Report forming part of this Annual Report FY 2023-24.

15. AUDITORS & REPORTS OF THE AUDITORS

a) Statutory Auditor

Mr. Anil K Nayar, Chartered Accountant (M. No. 202070), Kochi was appointed as Statutory Auditor of the Company for a period of five consecutive years at the 25th Annual General Meeting (“AGM”) of the Company to hold office till the conclusion of the 30th AGM (this AGM) at a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditor.

The Board proposes to appoint M/s Varma and Varma, Chartered Accountants, (FRN: 004532S) Daiwik Arcade, Thiruvambady Road, Punnamm, Thrissur – 680002 as the Statutory Auditors of the company for a period of 5 years from the conclusion of the ensuing Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company, i.e at the Financial Year 2028-29 on such remuneration as may be mutually decided from time to time. M/s Varma and Varma, Chartered Accountants has given their consent to act as Statutory Auditors of the Company and have confirmed that the said appointment if made will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The Statutory Audit Report forms part of the Annual Report. There is no qualification, disclaimer, reservation or adverse remark made by the Statutory Auditor in Auditor’s Report. There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

The company was not required to maintain cost records as prescribed under Sub- section (1) of Section 148 of the Companies Act,2013.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Company had appointed M/s CaesarPintoJohn & Associates LLP, Company Secretaries to undertake the Secretarial Audit of the Company for the FY 2023-24, based on consent received from M/s CaesarPintoJohn & Associates LLP, Company Secretaries. The Secretarial Audit Report is annexed as **Annexure ‘A’** and forms an integral part of this Report.

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Annual Secretarial Compliance Report of the Company is uploaded on the website of the company http://scoobeedaygarments.com/kvpbil_uploads/finance/300524042314Annual_Secretarial_Compliance_Report_31.03.2024.pdf.

The Secretarial Audit Report and Secretarial Compliance Report for FY 2023-24, do not contain any qualification, reservation, or adverse remark.

16. INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY

Internal Financial Control and Risk Management are integral to the Company’s strategy and for the achievement of the long-term goals. Company’s success as an organisation depends on its ability to identify and leverage the opportunities while managing the risks. In the opinion of the Board, the Company has robust internal financial controls which are adequate and effective during the year under review.

Your Company has an effective internal control and risk-mitigation system, which is constantly assessed and strengthened with new/revised standard operating procedures. The Company’s internal control system is strong and commensurate with its size, scale and

complexities of operations.

M/s. Nimmy Michael & Associates, Chartered Accountants, Ernakulam was the Internal Auditors of the Company for the financial year 2023-24.

Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high risk areas. Critical functions are reviewed rigorously, and the reports are shared with the Management for timely corrective actions, if any. The major focus of internal audit is to review business risks, test and review controls, assess business processes besides benchmarking controls with best practices in the industry.

The Audit committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and also apprised of the internal audit findings and corrective actions. The Audit Committee of the Board of Directors, Statutory Auditors and Business Heads are periodically apprised of the internal audit findings and corrective actions.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and also apprised of the internal audit findings and corrective actions. The Audit Committee of the Board of Directors, Statutory Auditors and Business Heads are periodically apprised of the internal audit findings and corrective actions.

17. VIGIL MECHANISM/WHISTLE BLOWER POLICY.

Your Company is focused to ensure that ethics continue to be the bedrock of its corporate operations. It is committed to conducting its business in accordance with the highest standards of professionalism and ethical conduct in line with the best governance practices. The Company has a Whistle blower Policy in compliance with the provisions of Section 177(10) of the Act and

Regulation 22 of the Listing Regulations.

The Policy also provides adequate protection to the Directors, employees and business associates who report unethical practices and irregularities. The Policy provides details for direct access to the Chairman of the Audit Committee. Any incidents that are reported are investigated and suitable action is taken in line with the Whistle Blower Policy.

The vigil mechanism/ Whistle Blower is disclosed in the website of the company viz http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210506182_Wistle_Blower_policy_and_vigil_mechanism.pdf.

18. CORPORATE SOCIAL RESPONSIBILITY

The Company has set up corporate social responsibility Committee in pursuance of the provisions of section 135 and Rules thereto and schedule VII of the Companies Act, 2013.

The Corporate Social Responsibility Committee had constituted on 11.08.2023 with the following members:-

Mr. K L V Narayanan –Chairman
Mr. Dony Dominic – Member
Mr. Satheesh Kumar Gopa Kumar – Member

A Corporate Social Responsibility Policy in line with Section 135 and Schedule VII of the Companies Act, 2013 has been framed which includes activities to be undertaken by the Company as specified in Schedule VII and has been approved by the Board.

CSR Committee recommends the amount of expenditure to be incurred on the activities and monitors the Corporate Social Responsibility Policy of the Company from time to time.

As a responsible company, Scoobee Day Garments firmly believes in contributing actively for the social welfare of people in Kizhakkambalam Panchayath. The CSR Policy is disclosed in the website of the company as approved by the Board

of Directors on 11.08.2023, http://scoobeedaygarments.com/kvpbil_uploads/downloads/190823101113Scoobeeday_CSR_Policy.pdf.

CSR Applicability

Rs. in 000's

Financial Year	2022-23	2021-22	2020-21
Net Profit	78,376.34	35,278.30	(44,464.82)

Average Net Profit of 3 Preceding F.y	23,063.27
Amount Required to be spent by the company during the FY 2023-24	461.27
Amount paid	475.00

Nature of CSR Activity : Donation to Twenty20 (non-profit charitable organisation) and Donation to Armed Force

During the year 2023-24 company has paid Rs.475000/- (Rupees Four Lakh Sixty Five Thousand Only) for CSR Expense to Twenty 20 Association, Kizhakkambalam, as donation for rural development projects and Donation to Armed Force.

19. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.

In compliance of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace.

The Company is committed to providing a safe and conducive work environment to all its employees and associates. All women employees whether permanent, temporary or contractual

are covered under the above policy. An Internal Complaints Committee (ICC) has been set up in compliance with the POSH Act. During the year under review, no complaints were reported to the Board.

The said policy has been uploaded on the website portal of the Company for information of all employees at http://scoobeedaygarments.com/kvpbil_uploads/downloads/080624035059Sexual_Harassment_Policy.pdf.

20. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the Listing Regulations is provided in a separate section and forms an integral part of this Report as **Annexure F**.

21. CORPORATE GOVERNANCE REPORT

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report as **Annexure G**.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

23. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

24. ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014, certified copy of Annual Return as at March 31, 2023 will be hosted on the website of the company after filing with ROC in the following web link
<http://scoobeedaygarments.com/investors.php>.

25. STATEMENT OF DECLARATION GIVEN BY INDEPENDENT DIRECTORS.

All the Independent Directors have given a declaration that they meet the criteria of independence as laid down under Section 149 of the Act. In the opinion of the Board, all the Independent Directors possess the integrity, expertise and experience including the proficiency required to be Independent Directors of the Company, fulfill the conditions of independence as specified in the Act and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Act. The Company has received declaration from Independent Directors in accordance with Section 149(7) of the Act, that he meets the criteria of independence as laid out in Section 149(6) of the Act.

The Board of Directors is of the opinion that all the Independent Directors meet the criteria regarding integrity, expertise, experience and proficiency. In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs ("IICA")

26. FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

The Company, from time to time, familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, its products etc. and updates them through various programme on changes / developments in the corporate and industry scenario including those pertaining to statutes / legislation and on matters affecting the Company, to enable them to take well informed decision and discharge their duties and responsibilities in an efficient manner and to contribute significantly towards the growth of the Company.

Further, all Independent Directors are taken through a detailed induction and familiarization programme at the time of their appointment on the Board of the Company. The induction programme is an exhaustive one that covers the history, culture, background of the Company and its growth over the last several decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions.

The detail of familiarization programme is disclosed on the website of the Company and is available at
http://scoobeedaygarments.com/kvpbil_uploads/downloads/200223014909Familiarization Programme and status.pdf

27. MANAGERIAL REMUNERATION

The Remuneration Policy for selection of Directors and determining their independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying the persons who are qualified to become the Directors. Your Company's Remuneration Policy is directed towards rewarding performance based on review of achievements. None of the employees

employed throughout the financial year is in receipt of remuneration of Rs.1 Crore and Two lakhs in aggregate or more and none of the employees employed for part of the year are in receipt of Rs. Eight Lakhs and Fifty Thousand per month or more as specified under Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The statement of Disclosure of Remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") forms part of the Corporate Governance Report and is annexed to this Report as **Annexure G**.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members.

Your Company's policy on directors' appointment and remuneration and other matters ("Remuneration Policy") pursuant to the provisions of Section 178(3) of the Act is available on the website of your Company at: http://scoobeedaygarments.com/kvpbil_upload/downloads/0311210508044_Nomination_Remuneration_and_Evaluation_Policy.pdf.

28. RISK MANAGEMENT POLICY

The Board of directors review/assess the risk profile of the company on a continual basis with respect to its current business environment. The Audit Committee has additional oversight in the area of financial risks and controls.

29. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

There are no companies which have ceased to be its Subsidiaries, joint ventures or associate companies during the year under review.

30. ISSUE OF SWEAT EQUITY SHARES

The Company has not issued Sweat Equity Shares during the year under review and hence the disclosure as required under Section 54 read with rule 8(13) of Companies (Share Capital and Debentures) Rules, 2014 is not required to be made.

31. STATUTORY INFORMATION AND OTHER DISCLOSURES

(a) The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed as Annexure B and forms an integral part of this Report.

(c) The Company has not accepted any deposits, within the meaning of Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 as amended.

(d) There were no frauds committed against the Company during FY 2023-24 by its officers or employees which are required to be disclosed as per Section 143(12) of the Companies Act, 2013.

(e) The provisions of section 148(1) of the Companies Act, 2013 are not applicable to the Company and accordingly the Company was not required to maintain cost accounts and records in respect of the applicable products for the year ended March 31, 2024.

32. ACKNOWLEDGEMENT

Your Directors thank the Government of India, the State Governments, and various regulatory authorities for their co-operation and support to facilitate ease in doing business.

Your Directors also wish to thank its customers, business associates, distributors, suppliers, investors and bankers for their continued support and faith reposed in the Company.

Your Directors wish to place on record deep appreciation, for the contribution made by the

employees at all levels for their hard work, commitment and dedication towards the Company. Their enthusiasm and untiring efforts have enabled the Company to scale new heights.

For and on behalf of the Board of Directors of
Scoobee Day Garments (India) Limited

Sd/-

Sd/-

K L V Narayanan
Managing Director
DIN: 01273573

Dony Dominic
Director
DIN: 03588411

Place: Kizhakkambalam

Date: 12.08.2024

Annexure A

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members of
SCOOBEE DAY GARMENTS (INDIA) LIMITED
666/12, Anna Aluminium Building,
Kizhakkambalam, Aluva, Ernakulam,
Kerala - 683562

We, CaesarPintoJohn & Associates LLP, Company Secretaries, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SCOOBEE DAY GARMENTS (INDIA) LIMITED (formerly known as VICTORY PAPER AND BOARDS (INDIA) LIMITED) [CIN: L27100KL1994PLC008083] (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, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 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 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. However, there is no new Foreign Direct Investment during the period under review. Moreover, there are no Overseas Direct Investments and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management has identified and confirmed the following law as specifically applicable to the Company:

1. Factories Act, 1948
2. Industries (Development & Regulation) Act, 1951 and the Regulations and Bye-laws framed there under;
3. The Water (Prevention and Control of Pollution) Act 1974 and the Regulations and Bye-laws framed there under;
4. The Air (Prevention and Control of Pollution) Act, 1981 and the Regulations and Bye-laws framed there under;
5. The Environment (Protection) Act, 1986 and the Regulations and Bye-laws framed there under;
6. The Textiles (Development and Regulation) Order, 2001

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

- (i) Secretarial Standards relating to Board (SS 1) and General Meetings (SS 2) issued

by The Institute of Company Secretaries of India;

- (ii) The Listing Agreement entered into by the Company with BSE Limited;

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, and Standards etc.

We 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 during the period under review were made in compliance to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adequate notices were given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance 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 of the Board were unanimous and the same was captured and recorded as part of the minutes.

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 there were no instances of:

- (i) Public / Right / Preferential issue of shares / debentures / sweat equity etc.
- (ii) Redemption / buy-back of securities.

(iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.

(iv) Merger / amalgamation / reconstruction, etc.

(v) Foreign technical collaborations.

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

For **CaesarPintoJohn**
& Associates LLP
Company Secretaries
Sd/-

Nikhil George Pinto
Partner
M. No. F11074
CP. No. 16059
Kochi
Peer Review Certificate No. 2148/2022
Kochi, August 12, 2024
UDIN: F011074F000955481

ANNEXURE A

(Forming part of Secretarial Audit report)

To

The Members of
SCOOBEE DAY GARMENTS (INDIA) LIMITED
666/12, Anna Aluminium Building,
Kizhakkambalam, Aluva, Ernakulam,
Kerala - 683562

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of the Secretarial records is the responsibility of the management of the Company. Our responsibility as Secretarial Auditors is to express an opinion on these records, based on our audit.

2. During the audit, we have followed the practices and process as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the process and

practices we followed provide a reasonable basis for our report.

3. The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.

4. We have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc., wherever required.

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

4. While forming an opinion on compliance and issuing the Secretarial Audit Report, we have also taken into consideration the compliance related actions taken by the Company after 31st March 2024 but before issue of the Report.

5. We have considered actions carried out by the Company based on independent legal/professional opinion as being in compliance with law, wherever there was scope for multiple interpretations.

For **CaesarPintoJohn**
& Associates LLP
Company Secretaries
Sd/-

Nikhil George Pinto
Partner
M. No. F11074
CP. No. 16059
Kochi
Peer Review Certificate No. 2148/2022
Kochi, August 12, 2024
UDIN: F011074F000955481

ANNEXURE B

Annual Report on CSR Activities

1. Brief outline of the Company's CSR Policy:

Scoobee CSR Philosophy

The CSR initiatives undertaken by your Company upholds the principles of a responsible corporate citizen and aims to distribute the economic benefits derived by it through active collaboration with credible institutions by contributing to the social and economic development of the communities in which it operates. The Company goes beyond business and extends to the implementation of socially relevant activities for the benefit of the society at large.

The Company believes in providing assistance to the development of rural areas. In furthering its resolve towards the same, your Company had collaborated with Twenty Twenty Association, Kizhakkamabalam, Kerala to fulfill its CSR obligation.

During the FY2023-24, the Company had approved projects by aligning itself with its CSR Policy as approved by the Board of Directors.

The web link to the CSR Policy:

http://scoobedaygarments.com/kvpbil_uploads/downloads/190823101113Scoobeday_CSR_Policy.pdf.

2. The composition of the CSR Committee:

The Composition of Corporate Social Responsibility ("CSR") Committee is in accordance with the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014. As on March 31, 2024 the Committee comprises of three Directors as under:

Sl.No	Name of the Directors	Positions	Category	Number of Meetings		Date of Appointment
				held	attended	
1	K L V Narayanan	Chairperson	Non - Executive	1	1	11.08.2023
2	Dony Dominic	Member	Non - Executive NonIndependent Director	1	1	11.08.2023
3	Satheesh Kumar Gopa Kumar	Member	Non-Executive Independent Director	1	1	11.08.2023

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <http://scoobedaygarments.com/investors.php>.

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: **Not Applicable**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not Applicable**
6. Average net profit of the Company as per Section 135(5):23,063.27
7. (a) Two percent of average net profit of the company as per Section 135(5): 461.27
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 (c) Amount required to be set off for the financial year, if any: NIL
 (d) Total CSR obligation for the financial year (7a+7b+7c):461.27
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year(In lakh)	Amount Unspent				
	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
475.00	NIL				

(b) Details of CSR amount spent against ongoing projects for the financial year:

Sl No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project Duration	Amount allocated for the project (in Rs)	Amount spent in the current financial Year (in Rs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
NIL												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5		6	7	8	
Sl No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Amount spent for the project (in Rs)	Mode of Implementation - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
NIL									

(d) Amount spent in Administrative Overheads: NIL

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

(f) Total amount spent for the Financial Year [8b+8c+8d+8e]: Rs.475.00

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

Sl No.	Particulars	Amount(In lakhs)
1	Two percent of average net profit of the company as per section 135(5)	461.27
2	Total amount spent for the Financial Year	475
3	Excess amount spent for the financial year [(ii)-(i)]	NIL
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any.	NIL
5	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9 (a) Details of Unspent CSR amount for the preceding three financial years:

Sl No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (in Rs)	Deficiency, if any
					Name of the Fund Amount (in Rs)	Date of transfer		
NIL								

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

1	2	3	4	5	6	7	8	9
Sl No.	Proj ect ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year. (in Rs)	Status of the project - Completed /Ongoing
NIL								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

(Asset-wise details)

(a) Date of creation or acquisition of the capital asset(s)

(b) Amount of CSR spent for creation or acquisition of capital asset

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Place :Kizhakkambalam

Date: 12.08.2024

Sd/-

K L V Narayanan
Managing Director
DIN: 01273573

Sd/-

Dony Dominic
Director
DIN: 03588411

Information as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 forming part of the Board's Report for the year ended 31st March, 2024.

(A) Statement on Conservation of Energy

Sl. No.	Particulars	Related disclosures
i	Steps taken or impact on conservation of energy	Replacement of all conventional tube lightings with LED Lamps thereby saving energy to considerable extent. Replacement of all conventional CFL/ Filament bulbs with LED bulbs thereby saving energy to considerable extent. Reduction in additional consumption of water due to rain water saving. Optimum usage of various machines to reduce consumption of energy.
ii	Steps taken by the company for utilizing alternate sources of energy	Installation of roof ventilation system at factory for air circulation.
iii	Capital investment on energy conservation equipment's	Investments are made/ being made in various process to achieve the objective of reducing energy consumptions.

(B) Technology absorption -NIL

(C) C. Foreign Exchange Earnings and Outgo -

Particulars	FY 2023-24(in Rs.)	FY 2022-23(in Rs.)
Foreign Exchange Earnings	7,34,62,383.27	10,06,92,304.52
Foreign Exchange Outgo	27,34,114.70	49,36,900.43

By order of the Board
For Scoobee Day Garments (India) Limited

Place :Kizhakkambalam
Date: 12.08.2024

Sd/-
K L V Narayanan
Managing Director
DIN: 01273573

Sd/-
Dony Dominic
Director
DIN: 03588411

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: **NIL**

- (a) Name(s) of the Related Party and nature of relationship
 (b) Nature of contracts / arrangements / transactions
 (c) Duration of the contracts / arrangements / transactions
 (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 (e) Justification for entering into such contracts or arrangements or transactions
 (f) Date(s) of approval by the Board
 (g) Amount paid as advances, if any
 (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name(s) of the related party & nature of relationship	Nature of contracts / arrangements / transaction	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Kitex Limited Enterprises owned or significantly	Sales and Income	Ongoing	Approved for 5 years term for transaction value	Board-25.08.2020	NIL
		Sale of Fixed Assets	Ongoing	Rs.100 Crores per annum	AGM-	

	influenced by key management personnel or their relatives	Purchase of Goods	Ongoing		28.09.2020	
		Purchase of Assets	Ongoing			
		Expenditure on services	Ongoing			

		Inter Corporate Loan Received/ Repaid	Ongoing			
2	Anna Aluminium Company Private Limited Enterprises owned or significantly influenced by key management personnel or their relatives	Sales and Income	Ongoing	Approved for 5 years term for transaction value of Rs. 50 Crores per annum	Board-25.08.2020 AGM-28.09.2020	NIL
		Sale of Fixed Assets	Nil			
		Purchase of Assets	Ongoing			
		Expenditure on services	Nil			
		Inter Corporate Loan Received/ Repaid	Ongoing			
3	Kitex Garments Limited Enterprises owned or significantly influenced by key management personnel or their relatives	Sales and Income	Ongoing	Approved for 5 years term for transaction value of Rs. 50 Crores per annum	Board-25.08.2020 AGM-28.09.2020	NIL
		Sale of Fixed Assets	Nil			
		Purchase of Goods	Nil			
5	Sara Spices Private Limited Enterprises owned or significantly influenced by key management personnel or their relatives	Purchase of Goods	Nil		Approved at the Audit Committee meeting	Nil

Note:

(1) Appropriate approvals have been taken for related party transaction. Advances paid if any have been adjusted against billing wherever applicable.

By order of the Board
For Scoobee Day Garments (India) Limited
Formerly known as Victory Paper and Boards (India) Limited

Sd/-

Sd/-

Place :Kizhakkambalam
Date: 12.08.2024

K L V Narayanan
Managing Director
DIN: 01273573

Dony Dominic
Director
DIN: 03588411

Annexure E

DETAILS PERTAINING TO THE REMUNERATION, AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, AS AMENDED FROM TIME TO TIME, FOR THE FINANCIAL YEAR 2023-24

A. Details as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

	Name of the Director	Designation	Ratio
1	K L V Narayanan	Managing Director	28.06

(None of the other Directors are drawing remuneration from the Company.)*

2. There was no increase in remuneration of director, Chief Financial Officer, Chief Executive Officer and Manager.

3. The percentage increase in the median remuneration of employees in the financial year:

As there was no increment in the financial year 2023-2024, there was no change.

4. The number of permanent employees on the rolls of company as on 31.03.2024 is 488.

5. Average percentile increase already made in salary of employees other than the managerial personnel was 10%, as against a percentile increase in managerial remuneration 5% in the last financial year.

6. It is hereby affirmed that the remuneration paid is in accordance with the remuneration policy of the Company

B. Details as per Rule 5 (2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Sl.No	Name	Gross Salary (Lakhs)	Designation	Qualification	Experience (Years)	Previous Employment	Date of Joining	Age
1	SENTHAMIZHSELVANS	2.79	GENERAL MANAGER - OPERATIONS	B.TECH	24	JG HISTORY PVT LTD	17-01-2024	45
2	VARUN R	9.09	MERCHANDISING MANAGER	DHT	9	TSK GARMENTS	08-05-2023	40
3	ALPHONSA JOSE	8.44	COMPANY SECRETARY AND COMPLIANCE OFFICER	COMPANY SECRETARY	12	PRMA INDUSTRIES LTD	11-04-2023	34
4	VIJAYAN C R	8.30	PRODUCTION MANAGER	SSLC	42	JORDAN UNITE CREATION	15-02-2021	58
5	JETTO JOSEPH	1.15	MANAGER-ACCOUNTS	M.COM	22	INDEL AUTOMOTIVE PVT LTD	22-01-2024	42
6	M RAMESHKUMAR	7.13	MANAGER-KNITTING	BA- HISTORY	28	POPPYS KNITWEAR (P) LTD	07-03-2022	51
7	RAJESH	4.91	IE MANAGER	B.TECH	13	STANFAB APPARELS	14-06-2023	35
8	SARJEE MANI	1.42	QUALITY ASSURANCE MANAGER	BDC	24	NEWJEN APPARELS	18-01-2024	51
9	DENCILIN FARIA	1.77	SALES HEAD	BBA	12	KALLIYATH GROUP(BHARAT TMT)	13-01-2024	31
10	JAYENDRAN AK	6.93	MANAGER-HR	BE-TEXTILES	17	LABONI COLLECTION	16-08-2019	42

By order of the Board
For Scoobee Day Garments (India) Limited
(Formerly known as Victory Paper and Boards (India) Limited)

Sd/-

K L V Narayanan
Managing Director
DIN: 01273573

Sd/-

Dony Dominic
Director
DIN: 03588411

Place :Kizhakkambalam
Date: 12.08.2024

Annexure F

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Scoobee Day Garments (India) Limited is primarily involved in the business of Garments and Aluminium/ Galvanized Ironroofing sheet and accessories.

APPAREL MARKET -GLOBAL & INDIAN

India is the world's second-largest producer of textiles and garments. It is also the fifth-largest exporter of textiles spanning apparel, home, and technical products. The textiles and apparel industry contributes 2.3% to the country's GDP, 13% to industrial production and 12% to exports. The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade.

India has a 4.6% share of the global trade in textiles and apparel. Moreover, India is the world's 3rd largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories, with exports expected to reach US\$ 100 billion by FY 2030.

Around 45 million people are working in the textile business, including 3.5 million people who work on handlooms. Textile manufacturing in India has been steadily recovering amid the pandemic. The Manufacturing of Textiles Index for the month of April 2024 is 105.9.

Global apparel market is expected to grow at a CAGR of around 8% to reach US\$ 2.37 trillion by 2030 and the Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030. The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030, with exports expected to reach US\$ 100 billion.

The Indian Technical Textile market has a huge potential of a 10% growth rate, increased penetration level of 9-10% and is the 5th largest technical textiles market in the world. India's sportech industry is estimated to be around US\$ 1.17 billion in 2022-23.

India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to other major textile producers. During FY24, the total exports of textiles (including handicrafts) stood at US\$ 35.9 billion. Exports of textiles (RMG of all textiles, cotton yarns/fabs/made-ups/handloom products, man-made yarns/fabs/made-ups, handicrafts excl. handmade carpets, carpets and jute mfg. including floor coverings) stood at US\$ 35.90 billion in FY24. In FY24, exports of readymade garments including accessories stood at US\$ 14.23 billion. India's textile and apparel exports to the US, its single largest market, stood at 32.7% of the total export value in FY24. India's ready-made garment (RMG) exports are likely to surpass US\$ 30 billion by 2027, growing at a CAGR of 12-13%. Exports for 247 technical textile items stood at Rs. 5,946 crore (US\$ 715.48 million) between April-June (2023-24).

India is the world's largest producer of cotton. Agriculture ministry projected cotton output for 2023-24 at 32.3 million bales.

According to the Cotton Association of India (CAI), the total availability of cotton in the 2023-24 season has been pegged at 34.6 million bales, against 31.1 million bales of domestic demand, including 28 million bales for mills, 1.5 million for small-scale industries, and 1.6 million bales for non-mills.

Total FDI inflows in the textiles sector stood at US\$ 4.47 billion between April 2000 - March 2024. 100% FDI (automatic route) is allowed in the Indian textile sector.

Companies involved in home textiles are using technology to optimise the value chain. For example, in October 2021, Welspun India

introduced Wel-Trak 2.0—an upgraded, patented end-to-end traceability technology—to track textile raw materials throughout the supply chain.

The textile industry's outlook for 2024 and beyond is characterised by a strong emphasis on sustainability, incorporating both natural and synthetic fibres, prioritising yarn quality, embracing technical textiles and digital printing and maintaining a resolute dedication to creating a more environment-friendly and ethical future. Looking ahead, the Indian textile market is anticipated to exceed a valuation of US\$ 209 billion by 2029. The textile sector remains resilient by evolving to meet the demands of a changing world, actively embracing innovation, sustainability and consumer preferences to maintain its enduring relevance.

ROOFING SHEETS - GLOBAL AND INDIAN

The Global roofing material market size reached USD 141.1 billion in 2023. Over the forecast period 2024 to 2034, sales are anticipated to rise at 4.6% CAGR. The total market value is predicted to increase from USD 147.1 billion in 2024 to USD 231.1 billion by 2034.

The roofing material market is poised for significant growth, driven by increasing construction activities across the globe and high demand for energy-efficient roofing solutions. Innovations such as advanced composite materials that do not have an environmental impact are projected to boost sales.

Furthermore, the ongoing promotion of highly durable products and implementation of stringent norms push the adoption of high-performance roofing solutions. The Estimated Global Roofing Material Market Size (2024E) and Projected Global Roofing Material Market Value (2034F) are USD 147.1 billion & USD 231.1 billion. Value based CAGR (2024 TO 2034) is 4.6%.

The global industry is predicted to surge around 1.6X through 2034, amid a 2.6% increase in predicted CAGR compared to the historical one. Sustainability has become a significant focus, and consumers are looking for

environmentally friendly options. This has further led to the development of green roofing products such as solar panels and recycled materials. These would help meet environmental concerns and energy efficiency requirements.

Advances in technology have transformed the industry with the introduction of durable and weather-resistant materials such as composite shingles. Integrating smart technology into roof systems, including sensors for leak detection and energy monitoring, increases productivity and efficiency.

Rising merger and acquisition activities are projected to reshape the competitive landscape. Key players are broadening operations and global presence to take advantage of emerging market opportunities for innovative and sustainable roofing solutions.

Green roofing practices, such as the adoption of green roofs and plant roofs, are a key contributor to growth globally. Cool roofing solutions are set to be immensely popular as these are used to reduce heat absorption, cooling costs, and urban heat island effects. These products are typically made of circular materials to reflect sunlight and UV rays. These are projected to be popular in areas with hot climates due to the growing need for energy savings.

Vegetation or life cover is another characteristic of a permanent roof. These solutions incorporate vegetation such as grass, shrubs, or trees into the roof system. Plant roofs have several advantages, including natural insulation, storm water management, and improved ventilation. These rooftops are not only environmentally friendly but also beautiful and contribute to urban ecosystems. Hence, demand is anticipated to skyrocket through 2034.

High demand for flexible and durable roofing solutions is a key driver of the roofing material market growth. Building owners, architects, and contractors are projected to use roofing systems that offer exceptional longevity, strength, and zero

to low emissions.

INTERNAL CONTROL

Internal Control comprises of the plan of organization and all the coordinate methods and measures adopted within a business to safeguard its assets; check the accuracy and reliability of its accounting data and completeness of accounting records; promote operational efficiency; to encourage adherence to the prescribed managerial policies, to assist in achieving the orderly and efficient conduct of business; prevention and detection of fraud and errors and timely preparation of financial statements.

Our Internal Control System is fully equipped with necessary checks and balances ensuring that the transactions are adequately authorized and reported correctly. The Internal Auditor conducts regular Audits of various departments and Units to ensure that necessary controls are in place. The Audit Committee while reviewing the system and the Internal Audit Report, call for comments of Auditors on internal control systems and discuss any related issues with the Auditors and the Management of the company before submission to the Board. The Independent Directors also satisfy themselves on the integrity of financial information and ensure financial controls.

OPPORTUNITIES

The Indian Textile industry adds 14% to the industrial production and 8% to the GDP of India. It provides employment to 38 million people and thus, is the second largest employment provider after agriculture. The Indian Apparel & Textile Industry is one of

the largest sources of foreign exchange flow into the country with the apparel exports accounting for almost 21% of the total exports of the country.

- Favorable government initiatives such as the National Technical

Textiles Mission (NTTM), 100% FDI in the sector, SAMARTH-Scheme for Capacity Building in the Textile Sector, etc. for the development of the textile industry.

- The 'China plus one' diversification policy will benefit Indian manufacturers. As global retailers are looking for an alternate supply base, India has emerged as an attractive option for manufacturing and exports of textiles and apparels.
- The government and NGOs offer training programs.
- The trade is growing between regional trade blocs due to bilateral agreements between participating countries.
- 'Supply Chain Management' and 'Information Technology' has a crucial role in apparel manufacturing. Availability of EDI (Electronic Data Interchange), makes communication fast, easy, transparent and reduces duplication.
- The rapid growth of the retail sector and E-commerce will boost the growth of the textile and apparel industry.
- The growth of the technical textile market will create lucrative opportunities.

Opportunities in the roofing market represent external conditions that can be leveraged for business growth and competitive advantage. These are factors outside the company's control that, if capitalized on, could significantly enhance its market position, profitability, and ability to meet customer needs more effectively.

To identify opportunities, roofing companies need to look outward, examining market trends, emerging technologies, changing consumer preferences, and regulatory developments. Understanding these aspects can uncover new areas for expansion, innovation, and enhanced

customer service. Here are some critical opportunities that could be available in the roofing market:

- Developing and marketing roofing materials designed to withstand extreme weather conditions.
- Utilizing technology for roof inspections, maintenance, and customer interactions.
- Exploring opportunities in underserved or emerging markets.
- Taking advantage of government incentives for green roofing and energy-efficient homes.

THREATS

Threats in the roofing industry are external challenges that could potentially harm a company's ability to succeed or maintain its market position. These are factors beyond the control of the company but must be identified and monitored to devise effective mitigation strategies.

Recognizing and understanding these threats enable roofing companies to prepare and adapt in ways that safeguard their interests and longevity. Identifying threats involves analyzing the broader economic, technological, competitive, and regulatory landscapes. Below are key threats that roofing companies may face:

- Reduced consumer spending and delayed construction projects impacting revenue.
- Damage to projects and disruptions in service availability.
- Compliance costs and operational restrictions affecting profitability.
- Delays and increased costs due to global supply chain issues.
- Increasing prices of roofing materials squeezing margins.
- Negative reviews and public perception impacting customer trust.

SEGMENT- WISE PERFORMANCE

Roofing sheet division has contributed Rs.2.60 crores compared to Rs. 5.64 crores in the previous year. The garment division of the company has contributed Rs. 37.60 Crores compared to Rs. 45.26 Crores in the previous year. Both the sectors are growing with all the possible amenities and resources.

RISKS

Infrastructural blocks are one of the major problems faced by the industry. One of the major kerbs to the rapid development of the industry is a lengthy transaction processing and transportation time. Indian textile industry has been made poor attention towards product design and development. A significant attention is required in the Indian textile trade. Research and Development is still far away from the actual requirement and most of the companies do not have product development and innovation centers. The average contribution of Indian Textile firms towards R&D is very low.

The Indian textile industry has been facing a competition from other nations like China, Germany, Bangladesh, Sri Lanka, Turkey, Vietnam, Italy, etc. Monetary value of inputs in India is indicating the huge cost increase, which in yield would be a problem of increased production cost. It requires immediate attention by the regime. All sectors in the textile industry are affecting adversely due to faster hike in raw material costs.

Industry Risk:

The presence of diversified manufacturing facilities across various locations in India and internationally, coupled with the labour - intensive nature of work, pose various health risks to the workforce. These risks may arise from factors such as machinery breakdowns, human error and other related causes. The world

economic growth has slowed and accordingly International fashion retailers have reported rise in inventory and pressure on their margins since summer. This is also reflected in the slump in their off take from supplying countries. However, as we are in the basic segment, its impact is expected to be less. It is hoped that with the unstinted support from all the Stakeholders SDGIL would be able to manage such risk.

Disaster Risks:

The Company has a well-designed safety management policy that eliminates / reduces the risk of workplace incidents, injuries, and fatalities through adoption of various well defined safety measures and devices. Its proper implementation and updation enable effective prevention besides equipping the employees to handle any incident that may occur. The properties of the Company are insured against natural risks like fire, earthquakes, etc. with periodical review of adequacy, rates and risks covered.

Financial Risks:

The Company has a well- managed risk management framework, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as liquidity risk, market risk, credit risk and foreign currency risk) that may arise as a consequence of its business operations as well as its investing and financing activities. Accordingly, the Company's risk management framework has the objective of ensuring that such risks are managed within acceptable risk parameters in a disciplined and consistent manner and in compliance with applicable regulation.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter due to difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

Market Risk

The exposure to interest rate risk from the perspective of Financial Liabilities is negligible. Further, treasury activities, focused on managing investments in debt instruments, are administered under a set of approved policies and procedures guided by the tenets of liquidity, safety and returns. This ensures that investments are only made within acceptable risk parameters after due evaluation. The Company's investments are predominantly held in fixed deposits. Fixed deposits are held with highly rated banks and have a short tenure and are not subject to interest rate volatility.

Credit Risk

Credit risk refers to risk that counter party will default on its contractual obligations resulting in financial loss to the Company Credit risk arises primarily from financial assets such as trade receivables, other balances with banks and other receivables. The Company has adopted a policy of only dealing with counterparties that have sufficiently high credit rating. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties. Credit risk arising from other balances with banks is limited because the counter parties are banks with high credit ratings.

Foreign Currency Risk

The Company undertakes transactions denominated in foreign currency (mainly US Dollar) which are subject to the risk of exchange rate fluctuations. Financial assets and liabilities denominated in foreign currency, are also subject to reinstatement risks.

Labour Shortage:

The scarcity of skilled workforce is a matter of concern for the Labour Intensive Indian culture. More than 70% of Indian workers are either illiterate or have just a basic education. The skill shortage in the Indian textile manufacturing is unable to take its skillset forward, or help the sector grow beyond a certain point. Considering the industry's growth potential and employment generation, in the recent years, the government introduced the Integrated Skill Development Service (ISDS) Scheme to address the skilled labour required to run the diverse textiles sector and its segments. However, SDGIL doesn't face this issue because of its best HR practices. Higher productivity, ability to source required work force is the fruits of its strategic HR policies and if there is any shortage in Labors we are handling the issues quickly by our associated agencies.

FINANCIAL PERFORMANCE AND OPERATIONAL EFFICIENCY

The standalone financial statements of Scoobee Day Garments (India) Limited ("the Company"), comprise the balance sheet as at 31st March 2024, and the

statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2024, and profit/loss, (changes in equity) and its cash flows for the year ended on that date.

The overall performance of the Company has witnessed a comparatively healthy growth in profit during the year 2023-2024 while comparing to that of previous year. Company has generated total income of 409.93 Million as against 527.94 Million in the previous year. The net profit after tax amounted to 37.44 Million as against 78.38 million in the previous year.

Key Ratios*

Particulars	FY 2023-24	FY 2022-23
Debtors Turnover Ratio	43.62	30.63
Inventory Turnover Ratio	2.26	2.63
Interest Coverage Ratio	0.51	0.70
Debt Equity ratio	16.28	-1116.66
Current Ratio	0.20	0.24
Operating Profit Margin%	16.87	21.60
Net profit margin%	9.13	14.85
Return on Networth %	116.20	1501.63

Your Company has constantly trying to increase its sales as well as profitability. The detail of financial and operational

performance is provided in the Board's Report.

LONG TERM AND SHORT TERM STRATEGY

The Company sells its products directly to the customers and its strategy is to work closely with its major customers and align its business operations and investment decisions according to their requirements. The Company will also make continuous efforts to explore other growth opportunities

DEVELOPMENT IN HUMAN RESOURCE /INDUSTRIAL RELATIONS

The company places high importance on the development of its human resources. It imparts regular training to its employees to make them more focused to adapt to the constant change in the business environment. The Company is giving direct employment to 488 employees Industrial relation in the units was satisfactory.

CAUTIONARY STATEMENT

Estimates and expectations stated in this Management Discussion and Analysis may be "forward-looking statement" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, other statutes and other incidental factors.

By order of the Board
For Scoobee Day Garments (India) Limited

Sd/-
K L V Narayanan
Managing Director
DIN: 01273573

Sd/-
Dony Dominic
Director
DIN: 03588411

Place: Kizhakkambalam
Date: 12.08.2024



ANNEXURE - G

CORPORATE GOVERNANCE REPORT

Corporate Governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. The company is committed to focus on long term value creation and protecting the interest of stakeholders by applying proper care, skill and diligence to business decisions. Effective Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last. In Compliance with Regulation 34(3) read with Para C Schedule V of the Securities and Exchange Board of India (LODR) Regulations, 2015 as amended from time to time, the company submits the Corporate Governance Report for the year ended March 31, 2024.

The report outlines compliance with requirements of the Companies Act, 2013, as amended, ('the Act'), and the SEBI Regulations as applicable to the company. As will be seen, the Company's Corporate Governance Practices and disclosures are well beyond complying with the Statutory and Regulatory requirements stipulated in the applicable laws.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Effective corporate governance practices constitute the strong foundation on which successful organisations are built to last. Your Company's Corporate Governance philosophy is based on transparency, accountability, values, and ethics, which forms an integral part of the Management's initiative in its ongoing pursuit towards achieving excellence, growth, and value creation. Your Company is committed to the highest standards of Corporate Governance and disclosure practices to ensure that its affairs are managed in the best interest of all stakeholders and its aim is to set new benchmarks and be the leader in all the segments of the business in which it operates.



Your Company's philosophy remains committed to continuously adopt and adhere to good corporate governance practices, to ensure that Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that your Company collectively strives to achieve. Your Company's multiple initiatives towards maintaining the highest standards of governance are detailed hereinafter:

- Board members act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company in addition to the shareholders coupled with the intention of ensuring appropriate composition and size of the Board.
- Continually reinforcing a culture across the organisation for acting lawfully, ethically and responsibly.
- Timely and accurate disclosure of all material matters relating to the Company, including the financial situation, performance, ownership, and governance of the Company is ensured.
- Fairness and equitable treatment towards stakeholders to encourage active co-operation between the Company and its stakeholders.
- As part of Corporate Social Responsibility, believing in working and supporting sustainable projects both for people & planet and providing valuable contribution to social and economic development; and
- Continuous and on-going focus on training, development and integration

of employees across all levels to achieve Company's objectives.

With the objective to achieve this mission, your Company has been consistently following good governance practices with emphasis on business ethics and core values which are the cornerstones on which the Company's Corporate Governance philosophy rests. Good Corporate Governance is imperative for enhancing and retaining investors trust. Your Company always seeks to ensure that its performance objectives meet the Company's Governance standards.

Your Company is of the view that good governance goes beyond good working results and financial propriety and is a prerequisite to the attainment of excellent performance in terms of stakeholder's value creation. Your Company believes that Corporate Governance is an ethically driven business process which is committed to values, aimed at enhancing an organisation's brand and reputation. Hence, it is imperative to establish, adopt and follow best corporate governance practices, thereby facilitating effective management and carrying out our business by setting principles, benchmarks and systems to be followed by the Board of Directors, Senior Management and all Employees in their dealings with Customers, Stakeholders and Society at large.

Your Company has established systems to encourage and recognise employee participation and volunteering in environmental and social initiatives that contribute to Organisational Excellence, Sustainability, Human Resources Development, and Health of its Employees and of the Community in which the Company

operates. These actions have become an integral part of your Company's operating plans for performing social responsibilities too.

2. BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD

The Board at SDGIL is diverse comprising of highly experienced individuals and persons with eminent expertise who are entrusted with the responsibility of the Management, directions and performance of the Company. SDGIL recognizes that an independent, dynamic and well-informed Board is essential to ensure the highest standards of Corporate Governance. The Board's primary role is fiduciary. The Board ensures that the management is accountable for attaining the long-term goals of the Company and also ensures compliance with the applicable Act.

The Board provides leadership, strategic guidance, objective and an independent view to the Company's management while discharging its responsibilities and ensures that the management adheres to ethics, transparency and disclosures which ultimately serves the long-term goals of all its stakeholders along with achieving the Company's objectives and sustainable profitable growth. The Board Members strive to meet the expectations of operational transparency to stakeholders, whilst simultaneously maintaining confidentiality of information to the extent required. The Board ensures that the management is accountable for attaining the long term goals of the Company and also ensures compliance with the applicable Acts.

Committees of the Board

The Board has constituted the following Committees viz., Audit Committee, Nomination and Remuneration Committee ("NRC"), Stakeholder Relationship Committee and Share Transfer Committee and Corporate Social Responsibility Committee. Each

Committee is mandated to operate within a well-defined Charter which is re-visited by the Board periodically. Each Committee contributes and assists the Board, resulting in an effective discharge of roles and responsibilities by the Directors of the Company.

Composition of the Board and category of the Directors as on March 31, 2024

Scoobee Day Board comprises of optimum combination of Independent and Non-Independent Directors, including Woman Director in line with the provisions of the Companies Act, 2013 (the "Act") and the Listing Regulations. The Board of the Company has a good and diverse mix of Executive and Non-Executive. The composition of the Board represents an optimal combination of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Board of the Company is broad-based and consists of eminent individuals from Industrial, Managerial, Technical, Financial and Marketing. The composition and strength of the Board is reviewed from time to time to ensure that it remains aligned with statutory as well as business requirements.

As on March 31, 2024 the Board comprised of 6 (Six) directors, consisting of Managing Director and five Non-executive directors (Including one Independent Woman Director). The Board has been constituted as per SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Companies Act, 2013. The Board functions either as a full Board or through various committees constituted to oversee specific areas. Policy formulation, setting up of goals, evaluation of performance and control functions vest with the Board. The detailed profile of the Directors of the company is available on the company's website at

<http://scoobeedaygarments.com/about-us.php>.

Directors' Directorships/Committee Memberships

In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees, excluding membership in Private Limited Companies, Foreign Companies, and Companies under Section 8 of the Act or acts as Chairman of more than 5 committees

across all listed entities in which he/she is a director. The Audit Committee and Stakeholders' Relationship Committee are only considered in computation of limits. Further all the Directors have informed about their directorships and committee memberships/Chairmanships including any change in their positions. The number of Directorships, committee membership(s), chairmanship(s) of all Directors is within respective limits prescribed under the Act and Listing Regulations. The details of the Board of Directors as on March 31, 2024 and memberships/chairmanships in committees are given below:

COMPOSITION AND CATEGORY OF DIRECTORS							
Name of Director	Executive/ Non-Executive/ Promoter	Date of Appointment & Age	No. of Positions held in Other Public Companies			Directorship in Listed Company(ies)	
			Board	Committee		Name of the Company	Position held
				Chairperson	Member		
Mr. Kalpathy Lakshmi narayanan (DIN: 01273573)	Managing Director - Executive Director	04.07.2016 67 Years	3	1	-	Ktex Garments Limited	Non - Executive Director
Mr. Dony Dominic (DIN: 03588411)	Non-executive Director	30.10.2017 55 Years	2	-	-	-	-
Mr. Jeff Jacob (DIN: 08652962)	Non-executive Director	14.08.2020 25 Years	-	-	-	-	-
Mr. Satheesh Kumar Gopa Kumar (DIN: 03425296)	Non - executive Independent Director	14.08.2020 63 Years	-	-	-	-	-
Mr. Augustine Antony (DIN: 09710570)	Non - executive Independent Director	01.10.2022 68 Years	-	-	-	-	-
Mrs. Elsamma Mathew Titus (DIN: 09712874)	Non - executive Independent Woman Director	29.09.2022 59 Years	-	-	-	-	-

Notes:

1. Chairmanship and Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Public Limited Companies other than Scoobee Day Garments (India) Limited.

2. none of the Directors are inter related.

3. Details of Director retiring or being re-appointed are given in Notice of the Annual General Meeting

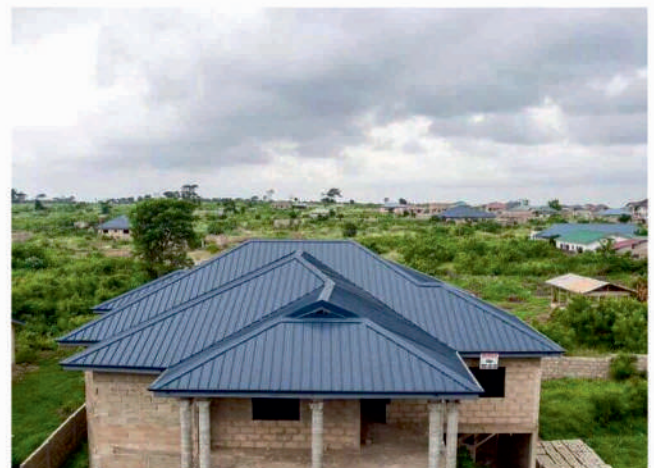
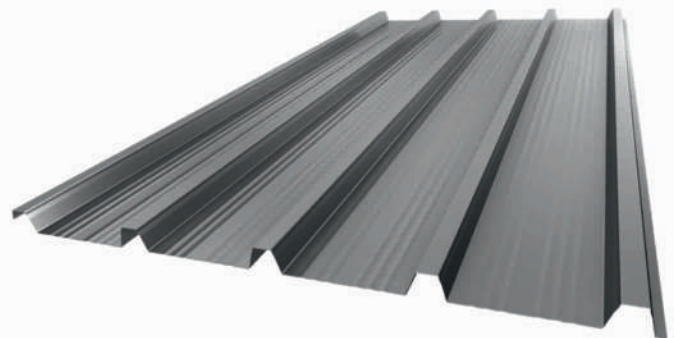
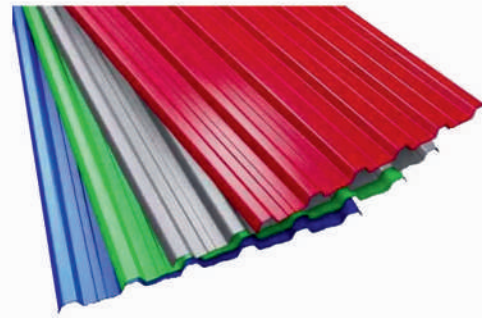
3. The Board of Directors have noted the declaration received from the Independent

Directors pursuant to the Act and Listing Regulations with regard to their Independence and are of the opinion that the Independent Directors fulfil the conditions of independence and are independent of the management of the Company.

4. The table contains details of directorship held during FY 2023 - 24.

5. Maximum tenure of Independent Directors is in accordance with the Act and Rules made thereunder.

6. The Company has no convertible instruments. None of the Directors hold any convertible instruments of the Company.



BOARD MEETINGS:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company apart from other statutory matters as required to be deliberated and approved by the Board.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director. The information as specified in Schedule II to the Listing Regulations is regularly made available to the Board, whenever applicable, for discussion and

consideration. Video-conferencing facility as per procedure mandated under the Act, is provided to facilitate the Directors participating in the meetings conveniently.

During the Financial Year 2023-24 the Board of Directors met five (5) times, i.e. on April 28, 2023, May 30, 2023, August 11, 2023, November 13, 2023 and February 12, 2024. All meetings were held with a gap of less than 120 days. The company follows the applicable Secretarial Standards in relation to the board meetings.

Attendance of Directors at the Board Meetings and the last Annual General Meeting (AGM)

Sl. No.	Name of Directors	No. of Board Meetings			Attendance at the AGM held on 28.09.2023
		Held	Eligible to attend	Attended	
1	Mr.Kalpathy Lakshmi Narayanan	5	5	5	Yes
2	Mr. Dony Dominic	5	5	5	Yes
3	Mr. Jeff Jacob	5	5	5	Yes
4	Mr. Satheesh Kumar Gopa Kumar	5	5	5	Yes
5	Mr.Augustine Antony	5	5	5	Yes
6	Mrs. Elsamma Mathew Titus	5	5	5	Yes

The AGM was held on September 28, 2023 through Video Conference (VC)/ Other Audio Video Means (OAVM) as permitted by circulars issued by MCA from time to time.

3. CORE SKILLS, EXPERTISE, COMPETENCIES, AND ATTRIBUTES OF THE BOARD OF DIRECTORS

The Board comprises of qualified and experienced members who possess required skills, expertise and competencies that allow them to make effective contributions towards the growth of the company. The Board has identified the core skills/ expertise/ competencies that are desirable of the company to function effectively in the context of the business of the company and the sector to which the company belongs. This core skills/ expertise/ competencies are available with the board in the following manner:

Name of the Director	Understanding of Business Industry	Leadership and Entrepreneurship	Corporate Governance	Technology	Critical & Innovative Thoughts
Mr.Kalpathy Lakshmi Narayanan	✓	✓	✓	✓	✓
Mr. Dony Dominic	✓	✓	✓	✓	✓
Mr. Jeff Jacob	✓	✓	✓	✓	✓
Mr. Satheesh Kumar Gopa Kumar	✓	✓	✓	✓	✓
Mr.Augustine Antony	✓	✓	✓	-	-
Mrs. Elsamma Mathew Titus	✓	✓	✓	✓	-

Role of Managing Director

The primary role of Managing Director is to provide leadership to the Board in achieving goals of the company. His role, inter alia, includes the following:

- Provide leadership to Board and preside over all Board and General Meetings.
- Lead and monitor the core management team.
- Ensure that the Board decisions are aligned with company's strategic policies.
- Achieve goals in accordance with Company's overall vision ; and
- Ensure to place all relevant matters before the Board and encourage active participation by all Directors to enable them to provide their expert guidance.

Role of Non- executive Directors

Non-Executive Directors play a critical role in balancing the functioning of the Board by providing their independent judgements on various matters discussed in the Board meetings like formulation of business Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. They have

strategies, monitoring of performances, etc. Their role, inter-alia, include the following:

- Striking balance with the overall Board by providing independent judgement;
- Providing valuable suggestions / opinions on Company's strategies, overall performance; and
- Scrutinizing the performance of the management.

Directorship of Independent Directors and disclosures As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. None of the Independent Directors of the Company have resigned during financial year 2023-24. Thus, disclosure of detailed reasons for their resignation along with their confirmation that there are no material reasons other than those provided by them is not applicable.

Confirmations by the Independent Directors

All Independent Directors have provided their annual declarations stating that they meet the criteria of independence as laid down under

also given declaration under Rule 6(3) of the Companies (Appointment and Qualification of

Directors) Rules, 2014 confirming compliance with Rule 6(1) and (2) of the said Rules that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs (“IICA”).

Basis the declaration as submitted by the Independent Directors and due assessment of the veracity undertaken by the Board, in terms of Regulation 25(9) of the Listing Regulations, the Board opined that the Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and are independent from the management. A formal letter of appointment to Independent Directors as provided in the Act has been issued at the time of appointment and disclosed on the website of the Company viz, [http://scoobeedaygarments.com/kvpbil_uploads/downloads/140624111706Draft Letter of Appointment of ID.pdf](http://scoobeedaygarments.com/kvpbil_uploads/downloads/140624111706Draft_Letter_of_Appointment_of_ID.pdf).

COMMITTEES OF THE BOARD

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with the approval of the Board and function within their respective Charters. These Committees play a pivotal

role in the overall Management of day-to-day affairs and governance of the Company.

The Board Committees meet at regular intervals and take necessary steps to perform their duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Company has four Board Level Committees:

- A) Audit Committee;
- B) Nomination and Remuneration Committee;
- C) Stakeholders’ Relationship Committee; and
- D) Corporate Social Responsibility Committee.

A). Audit Committee

The Audit Committee of the Board of Directors is entrusted with the responsibility of supervising the Company’s financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Act and the provisions of Regulation 18 read with Part C of Schedule II of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, and Risk. It functions in accordance with its charter that defines its authority, responsibility, and reporting function.

Sl.No	Name of the Director	Position	Category	Date of Appointment
1	Augustine Antony	Chairperson	Non- Executive Independent Director	01.10.2022
2	Elsamma Mathew Titus	Member	Non- Executive Independent Director	29.09.2022
3	Dony Dominic	Member	Non- Executive Non- Independent Director	30.10.2017

Meetings and Attendance

The Audit Committee met five times during the Financial Year 2023-24. The maximum gap between two Meetings was less than 120 days. The Committee met on April 28, 2023, May 30, 2023, August 11, 2023, November 13, 2023 and February 12, 2024. The requisite

quorum was present at all the Meetings. The Directors who acted as the Chairperson for the Audit Committee meetings held during the year were Independent Director and were present at the last Annual General Meeting of the Company held on September 28, 2023.

The table below provides the attendance of the Audit Committee members:

Sl.No	Name of the Director	No.of Meetings attended		
		Held	Eligible to attend	Attended
1	Augustine Antony	5	5	5
2	Elsamma Mathew Titus	5	5	5
3	Dony Dominic	5	5	5

Role and Terms of Reference

The Board has framed the Audit Committee charter for the purpose of effective compliance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee inter-alia performs the following functions:

- Recommending to the Board, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees;
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Reviewing, with the management, the annual financial statement before submission to the Board for approval, with particular reference to:

- a). matters required to be included in the Director's responsibility Statement which forms part of the Directors' Report pursuant to Clause (c) of subsection 3 of Section 134 of the Companies Act, 2013;
- b). changes, if any, in accounting policies and practices and reasons for the same;
- c). significant adjustments made in the financial statements arising out of audit findings;
- d). compliance with listing and other legal requirements relating to financial statements;
- e). disclosure of any related party transactions and
- f). modified opinion(s) in the draft audit report.

- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Discussion with internal auditors on 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 material nature and reporting the matter to the Board;
- To review the functioning of the Whistle blower mechanism;
- Approval of appointment of CFO (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;
- review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with reference to events which were regarded as UPSI, whether such UPSI were shared in the manner expected, instances of leaks, if any, instance of breaches of the Code, efficiency of sensitization process, etc. at least once in a

financial year and shall verify that the systems for internal control are adequate and are operating effectively;

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Internal Controls and Governance Processes

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan for the Internal Auditors for the financial year, which is reviewed subsequently at the Audit Committee Meetings. The Internal Auditors attend the Meetings of the Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.



B). Nomination and Remuneration Committee

Composition

The composition of Nomination and Remuneration Committee ("NRC") is in accordance with the provisions of Section

178(1) of the Act and Regulation 19 of the Listing Regulations.

As on March 31, 2024 the composition of the NRC comprises of three Directors as under:

Sl.No	Name of the Directors	Positions	Category	Date of Appointment
1	Augustine Antony	Chairperson	Non-Executive Independent Director	13.10.2022
2	Elsamma Mathew Titus	Member	Non-Executive Independent Director	13.10.2022
3	Dony Dominic	Member	Non- Executive - Non Independent Director	30.10.2017

Meeting and Attendance

The NRC met once during the year on April 27, 2023. The requisite quorum was present at the said Meeting. The Chairperson of the NRC was present at the last Annual General

Meeting of the Company held on September 28, 2023. The table below provides the attendance of the NRC members:

Sl. No.	Name of the Director	No. of Meetings attended		
		Held	Eligible to attend	Attended
1	Augustine Antony	1	1	1
2	Elsamma Mathew Titus	1	1	1
3	Dony Dominic	1	1	1

Terms of Reference

The broad terms of reference of the NRC, as approved by the Board, are in compliance with Section 178 of the Act and Regulation 19 of the Listing Regulations, and are as follows:

- to help the Board in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/re-appointment and removal of Directors and Senior Management;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board, remuneration payable to the Directors and Senior Management (within the appropriate limits as defined in the Act);
- to create an evaluation framework for Independent Directors and the Board;
- to recommend 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;
- to assist in developing a succession plan for the Board and Senior Management;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time; and
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

Remuneration Policy

The Company has formulated Nomination, Remuneration and Board Diversity Policy,

which is available on the Company's website viz.,

[http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508044.Nomination Remuneration and Evaluation Policy.pdf](http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508044.Nomination%20Remuneration%20and%20Evaluation%20Policy.pdf).

Performance Evaluation

Pursuant to the provisions of the Act and Regulation 17 of the Listing Regulations, the Board has undertaken an evaluation of its own performance, the performance of its committees and of all the individual Directors including Independent Directors. A structured questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. Suggestions received from the Independent Directors were reviewed and noted by the Board.

The performance evaluation of the Managing Director and Non-Independent Directors was carried out by the Independent Directors. The Independent Directors at their separate meeting reviewed quality and timeliness of flow of information, recommended measures for corporate governance etc. The Directors expressed their satisfaction with the evaluation process.

The performance evaluation criteria for Independent Directors along with the evaluation framework is determined by the Nomination and Remuneration Committee, basis which the performance of the Independent Directors is evaluated.

C). Stakeholders' Relationship Committee

Composition

Pursuant to provisions of Section 178(5) of the Act read with Regulation 20 of the Listing Regulations, Committee of Directors (Stakeholders Relationship Committee) of the Board has been constituted.

As on March 31, 2024 the composition of the Stakeholders' Relationship Committee is as under:

Sl.No	Name of the Directors	Positions	Category	Date of Appointment
1	Dony Dominic	Chairperson	Non Executive - Non Independent Director	
2	Augustine Antony	Member	Non-Executive Independent Director	
3	Elsamma Mathew Titus	Member	Non-Executive Independent Director	

Meeting and Attendance

The Committee of Directors (Stakeholders' Relationship Committee) met three times during the Financial Year 2023-24. The Committee met on April 01, 2023, August 8,

2023 and November 08, 2023. The requisite quorum was present at the Meeting. The Chairperson of the Stakeholders' Relationship Committee was present at the last Annual General Meeting of the Company held on September 28, 2023.

The table below highlights the composition and attendance of the Members of the Committee.

Sl.No	Name of the Director	No. of Meetings attended		
		Held	Eligible to attend	Attended
1	Dony Dminic	3	3	3
2	Elsamma Mathew Titus	3	3	3
3	Augustine Antony	3	3	3

Mrs. Alphonsa Jose, Company Secretary acts as the Secretary to the Stakeholders Relationship Committee.

Terms of Reference

The Board approved 'Terms of Reference' of the Stakeholders Relationship Committee in compliance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations. The Committee

looks into the matters of Shareholders/Investors grievances along with other operational matters listed below:

- to consider and resolve the grievances of security holders of the Company 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.;

- to consider and approve demat/ remat of shares/split/consolidation/sub-division of share/debenture certificates;
- to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transposition of names, deletion of names transfer and transmission of securities, etc.;
- to oversee and review all matters connected with the transfer of the Company's securities;

The Secretarial Department of the Company and the Registrar and Share Transfer Agent,

The details of complaints received, resolved, pending during the FY 2023-24 is given below:

Complainants pending at the beginning of the year	0
Complainants received during the year	1
Complaints redressed during the year	1
Complaints pending the at the end of the Year	0

The above table includes Complaints received by the Company from SEBI SCORES, Online Dispute Resolution Portal (ODR) and through Stock Exchange where the securities of the Company are listed. Company Secretary Mrs. Alphonsa Jose acts as the Compliance Officer of the Committee.

D) Corporate Social Responsibility Committee

Composition

The Composition of Corporate Social Responsibility ("CSR") Committee is in accordance with the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014. As on March 31, 2024 the Committee comprises of three Directors as under:

Cameo Corporate Services Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Committee Meetings are circulated to the Board and noted by the Board of Directors.

Details of Shareholders' Complaints

The total number of complaints received and resolved during the year ended March 31, 2024 were

1. There was no complaint outstanding as on March 31, 2024. Shareholders'/Investors' complaints and other correspondence are normally attended to within 7 (seven) working days except those which are constrained by disputes or legal impediments.

Sl.No	Name of the Directors	Positions	Category	Date of Appointment
1	K L V Narayanan	Chairperson	Non - Executive	11.08.2023
2	Dony Dominic	Member	Non - Executive Non Independent Director	11.08.2023
3	Satheesh Kumar Gopa Kumar	Member	Non-Executive Independent Director	11.08.2023

As per the requirement of Section 135 of the Act, the CSR expenditure required to be incurred by the Company for FY 2023-24 was Rs.4,75,000/-, which was fully spent by the Company.

The Company has formulated CSR Policy and the said policy is uploaded on the website of the

Company viz., http://scoobeedaygarments.com/kvpbil_uploads/downloads/190823101113Scoobeeday_CSR_Policy.pdf.

Terms of Reference

The brief terms of reference of CSR Committee are as under:

1. To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act; and
2. To provide guidance on various CSR activities to be undertaken by the Company and to monitor process.

Meetings and Attendance:

The Committee met once during the year on February 12, 2024. The requisite quorum was present at the said meeting. The table below provides the attendance of the Corporate Social Responsibility Committee members:

Sl.No	Name of the Director	No. of Meetings attended		
		Held	Eligible to attend	Attended
1	K L V Narayanan	1	1	1
2	Dony Dominic	1	1	1
3	Satheesh Kumar Gopa Kumar	1	1	1

E). Independent Directors' Meeting

Pursuant to requirements of the Act and Listing Regulations the Company's Independent Directors met once during the Financial Year without the presence of Non-Executive Directors, Executive Directors or Management to discuss the matters as laid out therein for such meetings and exigency matters.

Meetings and Attendance:

During the year, the Independent Directors met one time on August 12, 2023. The table below provides the attendance of the Independent Directors Meetings:

Sl.No	Name of the Director	No.of Meetings attended		
		Held	Eligible to attend	Attended
1	Augustine Antony	1	1	1
2	Elsamma Mathew Titus	1	1	1
3	Satheesh Kumar Gopa Kumar	1	1	1

The Independent Directors of the Company met on August 12, 2023, without the presence of Non-Independent Directors and members of the management to review the performance of Non-Independent Directors and the Board

15. CODE OF CONDUCT

The Code of Conduct is the Company's statement of values and represents the standard of conduct which all employees are expected to observe in their business endeavours. The Code reflects the Company's commitment to principles of integrity, transparency and fairness. The Company has adopted a comprehensive Code of Conduct as required under the Listing Regulations and the said code is available on the website of the Company at

http://scoobeedaygarments.com/kvpbil_u

16. CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has adopted a 'Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons and their Immediate Relatives' with a view to regulate trading in securities of the Company by insiders. The Company Secretary

of Directors as a whole, to review the performance of the Managing Director of the Company and to assess the quality, quantity and timeliness of flow of information between the management and the board of directors

[ploads/downloads/0311210507243. Code of Conduct for Directors And Senior Management.pdf](#)

All members of the Board and Senior Management Personnel have affirmed their compliance with the provisions of the Code of Conduct as on March 31, 2024, as required under Regulation 26(3) of the Listing Regulations and a declaration to this effect signed by the Managing Director is annexed herewith as **Annexure- A.**

of the Company has been appointed as the Compliance Officer for the purposes of the Code. The said Code is available on the website of the Company at http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210503121. Code of Conduct for Insider Trading.pdf.

17. MD AND CFO CERTIFICATION

As required under Regulation 17 (8) of Listing Regulations, the Managing Director and Chief Financial Officer have certified to the Board that the Financial Statements for the year ended March 31, 2024 do not contain any

untrue statement and represent a true and fair view of the Company's affairs and other matters as specified thereunder.

Copy of the Certificate is attached as **Annexure - B** to this Report.

18. GENERAL BODY MEETING:

The date, time and venue of the Annual General Meetings held during preceding three years and the special resolution(s) passed thereat, are as follows:

Financial year	Date	Time	Location
2022-2023	28.09.2023	11.00 a.m	Video Conferencing, other Audio Visual Means
2021-2022	29.09.2022	11.00 a.m	Video Conferencing, other Audio Visual Means
2020-2021	06.09.2021	11.00 a.m.	Video Conferencing, other Audio Visual Means

a. Special Resolutions passed in the last 3 Annual General Meetings :

2 Special resolutions passed in 2022-23 viz.

1. To approve the sale and exchange of land at Palakkad
2. To approve transactions under Section 185 of the Companies Act, 2013.

4 Special resolutions passed in 2021-2022 viz.

1. Re-appointment of Mr. K L V Narayanan as Managing Director-under Section 196 of the Companies Act, 2013.
2. Appointment of Mr. Augustine Antony as an Independent Director – under Section 149, 150 and 152 read with other relevant provisions of the Companies Act, 2013.
3. Appointment of Mrs. Elsamma Mathew Titus as Women Independent Director - under

Section 149, 150 and 152 read with other relevant provisions of the Companies Act, 2013.

4. Approval of Related Party Transactions – under Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

4 Special Resolutions passed in 2020-2021 viz.

1. Re-appointment of Mrs. Annamma George as Non-Executive Independent Director- Section 149 and Section 152 of Companies act 2013
2. Approval of the Name change of the Company to Scoobee Day Garments (India)

Limited- under Section 13 of the Companies Act, 2013

3. Amendment of the object clause of Memorandum of Association of the Company-under Section 13 of the Companies Act, 2013

4. Alteration of the Articles of Association of the Company- Under Section 14 of the Companies Act, 2013.

19. POSTAL BALLOT AND E-VOTING

In pursuance of the Listing agreement, E-Voting at the 29th AGM and remote e-voting were extended to all the Shareholders of the Company to facilitate voting on the Subjects/Resolutions contained in the 29th AGM notice. To conduct the voting procedure in a fair and transparent manner, a Scrutinizer was appointed for the above purposes. Accordingly the Scrutinizer conducted the voting process and submitted his reports on the voting polled, to the Chairman of the Company.

As per the said Report, the results of the voting on the Subjects/ Resolutions, contained in the Agenda of the meeting were announced. Besides, Reports were forwarded to the Stock Exchanges and they were also uploaded along with the scrutinizers report, in Company's website. Entire Resolutions contained in the said agenda were passed.

During the year under review no Extra - Ordinary General Meeting was held.

20. MEANS OF COMMUNICATION

i. The Company's quarterly / half-yearly / annual financial results are filed with the Stock Exchanges and published within the prescribed time period in Business Standard' (English Newspaper) and 'Mangalam' (Regional Newspaper). They are also available on the website of the Company at <http://scoobeedaygarments.com/investors.php>.

ii. In compliance with Regulation 46 of the Listing Regulations, the Company's website i.e. www.scoobeedaygarments.com contains a separate dedicated section 'Investors' wherein all the shareholders' information is available and the same is updated regularly.

iii. The Annual Report containing, inter alia, Audited Financial Statement, Board's Report, Auditors' Report, Management Discussion and Analysis Report, Corporate Governance Report are circulated to the members and others entitled thereto and are also filed with the Stock Exchanges. The Annual Report is also available on the website of the Company at <http://scoobeedaygarments.com/investors.php>.

20. SHAREHOLDING PATTERN AS ON March 31, 2024.

Category	No. of Shares	% of Share capital
A. Promoter's Holding		
1. Promoters		
- Indian Promoters	1,01,23,454	74.99%
- Foreign Promoters	NIL	NIL
Sub Total	1,01,23,454	74.99%
B. Non- Promoters Holding		
2. Institutional Investors		
- Other Financial Institutions	200000	1.48
3. Non - Institutions		
I. Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1489204	11.03
II. Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1041991	7.72
4. Non- Resident Indians	554259	4.11
5. Bodies Corporate	77499	0.57
6. HUF	13593	0.10
Sub-total (B)	3376546	25.01
Total (A+B)	13500000	100

21. RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, Reconciliation of Share Capital Audit is carried out to reconcile the total admitted capital with National Securities Depositories Limited (NSDL) and the Central Depository Services Limited (CDSL), those held in physical form and the total issued and Listed Capital. This audit is carried out on quarterly basis and the report thereon is

submitted to the Stock Exchange, where the Company's shares are listed and is also placed before the Board of Directors of the Company. No discrepancies were noticed during these Audits.

22. GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

As part of the Green Initiative process, the Company has taken an initiative of sending documents like notice calling Annual General

meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, etc., by email. Physical copies are sent only to those Shareholders whose email addresses are not registered with the company and for the

bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned Depository to enable the Company to send the documents in electronic form.

23. GENERAL SHAREHOLDER INFORMATION:

1.	30th Annual General Meeting Day & Date Mode	Thursday, the 26 th September 2024, Time : 11.00 a.m. The Company is conducting meeting through VC / OAVM pursuant to the MCA circulars and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
2.	Financial Calendar (Tentative) Results for the quarter & Financial Year ended; June 30, 2024 September 30, 2024 December 31, 2024 March 31, 2025	Second week of August, 2024 First week of November, 2024 First week of February, 2025 Second week of May, 2025
3.	Listing Details	BSE Limited (BSE), 25th Floor, P J Tower Dalal Street, Fort, Mumbai – 400 001
4.	Stock Codes	Scrip Code: 531234 ISIN: INE962E01015 CIN: L27100KL1994PLC008083
5.	Book Closure	Thursday, September 19, 2024 to Thursday, September 26, 2024 (both days inclusive)
6.	Registrar & Share Transfer Agent	Cameo Corporate Services Limited., Subramanian Building, No.1, Club House Road, Chennai – 600 002, Tamil Nadu, India
7.	Compliance Officer / Company Secretary	Alphonsa Jose Company Secretary & Compliance Officer Scoobee Day Garments (India) Limited 666/12, Anna Aluminium Building, Kizhakkambalam Aluva, Ernakulam – 683562 Tel : 0484 2680701 Email info@scoobeedaygarments.com

8.	Bank details for Electronic Shareholding	Members are requested to notify their Depository Participant (DP) about the changes in bank details. Members are requested to furnish complete details of their bank account, including the MICR codes of their bank.
9.	Furnish copies of Permanent Account Number (PAN)	The members are requested to furnish their PAN which will help us to strengthen compliance with KYC norms and provisions of prevention of Money Laundering Act, 2002. For transfer of shares in physical form, SEBI has made it mandatory to the transferee to submit a copy of PAN card to the Company.
10.	Dematerialisation of shares and liquidity	The shares of the company fall under the category of compulsory delivery in dematerialized mode by all categories of investors. The company has signed agreements with the depository i.e. Central Depositories Services (India) Limited.
11.	Share Transfer System	<p>After confirmation of the sale transaction from the Broker, Shareholder should approach the Depository Participant (DP) with a request, in the form of delivery instruction slip, to transfer the shares to the account of the broker. The depository participant will execute the instruction and transfer the share to the account of the Broker.</p> <p>Similarly, in the case of a purchase, the Broker will arrange to credit the shares in the Demat account of Share Holder within 24 hours after the payout has been declared by the Exchange. There is no need for a separate communication with the Company or its Share Transfer Agents.</p> <p>Please register your mobile number and email id with the DP, to get instant information through SMS from the Depository, whenever shares are debited from your DP account. Please ensure from your DP that your order is intact. Please collect a copy of transaction/holding from your DP periodically. Also use the nomination facility available with the Depository and register the nominee.</p> <p>In respect of shares to be transferred in physical form, the facility has been done away with as per the new amendment SEBI (LODR amendment) Regulations, 2018.</p>

		Unless and until the shares in physical forms are converted into Demat, the transfer of shares/securities cannot be done. It is to be made clear that, this Regulation is only with respect to transfer of shares/securities in physical mode and not with respect to transposition or transmission of securities. Such transposition and transmission can still be done in physical mode. So, for effecting the transfer of shares, the shareholders are requested to send application to the depository for conversion of physically held shares in dematerialized form.
12.	Investor complaint to be addressed to	Compliance Officer Scoobee Day Garments (India) Limited; or RTA - Cameo Corporate Services Limited
13.	E-mail ID of Grievance Redressal Division	info@scoobedaygarments.com
14.	Payment of Listing Fees	Annual listing fee for the year 2024-25 have been paid in full.
15.	Payment of Depository Fees	Annual custody / Issuer fee have been paid.
16.	Outstanding Warrants, GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity	NA
17.	Plant Locations	Scoobee Day Garments (India) Limited. No. 6/1, Nedungur, Village, Karudayampalayam, Tamil Nadu 639 111
18.	Address for correspondence	Scoobee Day Garments (India) Limited. Registered Office: 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Kerala - 683562

24. DISTRIBUTION OF SHARES HOLDING BY SIZE AS ON MARCH 31, 2024

Sl no	Category	No of share holders	% of total shareholders	No of shares held	% of total shares
1	10 - 5000	1902	73.2384	236838	1.7544
2	5001-10000	264	10.1656	217970	1.6146
3	10001-20000	131	5.0443	190450	1.4107
4	20001-30000	153	5.8914	387399	2.8696
5	30001-40000	27	1.0397	94463	0.6997
6	40001-50000	45	1.7328	220041	1.6299
7	50001-100000	34	1.3092	262470	1.9442
8	100000 and above	41	1.5787	11890369	88.0768
	Total	2597	100	135000000	100

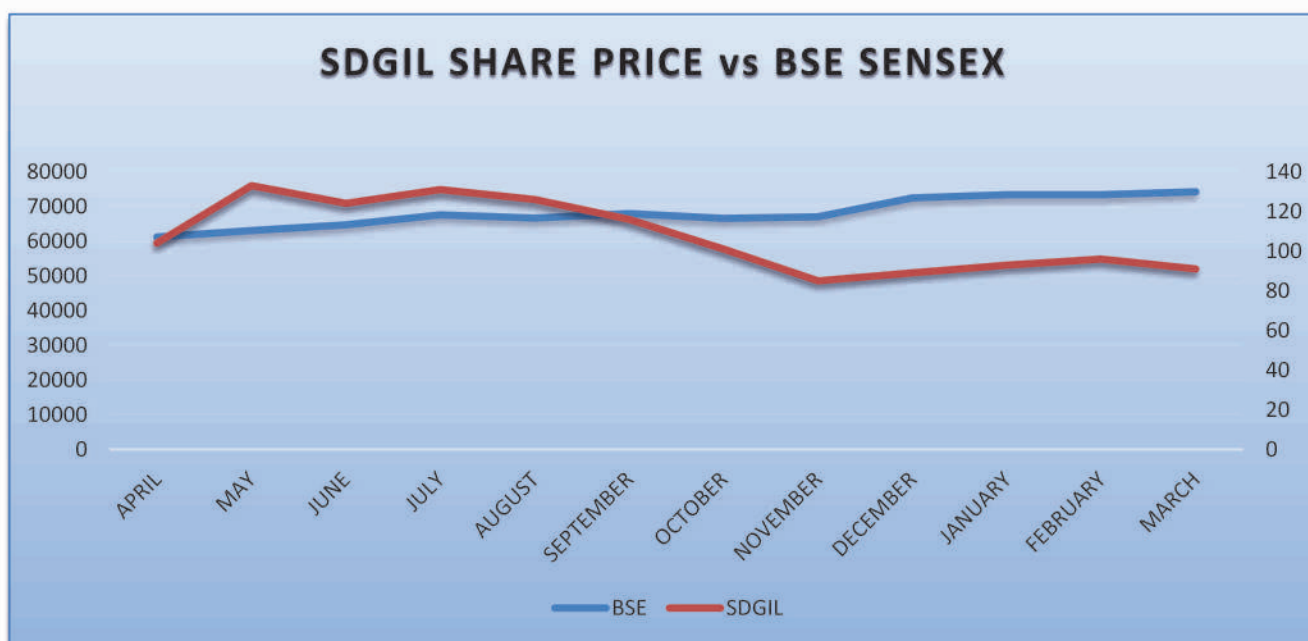


26. MARKET PRICE DATA

Monthly high and low of the equity shares of the Company trading volume are as follows from April 2023 to March 2024:

SI No.	Month	High Price	Low Price	Volume
1.	April 2023	104.99	82.50	13026
2.	May 2023	133.00	91.25	89728
3.	June 2023	124.95	112.10	51760
4.	July 2023	131.00	114.70	85517
5.	August 2023	126.00	78.10	368990
6.	September 2023	116.85	92.00	167283
7.	October 2023	101.20	70.50	409692
8.	November 2023	85.60	63.00	330396
9.	December 2023	89.47	72.04	182278
10.	January 2024	93.93	78.60	187908
11.	February 2024	96.00	76.01	151433
12.	March 2024	91.80	75.87	45592

7. SHARE PRICE PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES, BSE SENSEX



28. DISCLOSURES

(i) None of the transactions with any of the related parties were in conflict with the interests of the Company [weblink: www.scoobeedaygarments.com]

(ii) During the year the company had no related party transaction which is considered to have potential conflict with the interests of the company.

(iii) The company had no share certificate which remained unclaimed by any shareholder.

(iv) Shareholding in the company by non-executive director/s: NIL

(v) In terms of disclosure to be made under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company reports that no equity shares lying the suspense account which was issued in demat form and physical form.

a) Establishment of Vigil Mechanism/Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee

The Company has established a vigil mechanism policy for directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Code. It also provides for adequate safeguards against the victimization of employees who avail the mechanism, and allows direct access to the Chairperson of the Audit Committee in exceptional cases. During the year, no person was denied access to the Audit Committee and there were no cases reported under the policy



The Policy has been uploaded on the website of the Company at: http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210506182.Wistle_Blower_policy_and_vigil_mechanism.pdf.

b) Certificate from Company Secretary in Practice on Director's eligibility to hold office

The Company has obtained a Certificate from M/s CaesarPintoJohn & Associates, LLP, Practicing Company Secretary, stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or to continue as directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority. The Certificate is attached as **Annexure- C**.

c) Incidence where recommendation of the Committees has not been accepted by the Board.

During the Financial Year 2023-24, the Board of Directors of the Company had accepted recommendation of all the committees of the Board.

d) Fee Paid to Statutory Auditor

The total fees for all services paid by Company, to the auditor Mr. Anil K Nayar and all entities in the network firm/ network entity of which the auditor is a part of are as follows:

Name of the Company	Amount (in Lakhs)
Scoobee Day Garments (India) Limited	3.40

e) Details of non-compliance by listed entity:

During the last three financial years there were no non-compliances by the listed entity nor any penalties or strictures imposed on the Listed Entity by the Stock Exchanges or Board or any Statutory Authority on the matters related to Capital Market.

f) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

As per the requirements of sexual harassment of women at workplace (prevention, prohibition and redressal act) 2013 Internal Complaints Committee has been formed. There were no complaints filed/disposed or pending during the financial year 2023-24.

g) Compliance with corporate governance requirements

The Company is in compliance with all the mandatory requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations as applicable with regards to Corporate Governance. The Company has obtained a certificate from M/s. CaesarPintoJohn& Associates, LLP, Practising Company Secretary of the Company on compliance of conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations. Copy of the Certificate is attached as Annexure-D.

h) Utilization of funds raised through preferential allotment

The Company has not raised any funds through preferential allotment of securities.

i) Unclaimed/ Unpaid dividends

There are no unclaimed/ unpaid dividends as on date

j) Disclosure of commodity price risks and commodity hedging activities:

The Company follows prudent Board approved Risk Management Policy for minimizing threats or losses, and identifying and maximizing opportunities and thereby to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. Please refer the Management Discussion and Analysis forming part of this Annual Report.

29. REPORT ON COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS

The Report on Compliance of Discretionary Requirements as provided in the Listing Regulation is furnished below:

1. Shareholders Rights:

The Company has been consistently requesting the shareholders to furnish their e-mail ID with Depository/RTA/Company every year through AGM Notice. But still some of the shareholders have not furnished the same. After completion of the process the Company may consider forwarding the financial results to all the shareholders periodically.

2. Modified Opinion(s) in Audit Report

The Auditor's Report to the shareholders does not contain any qualification.

3. Reporting of Internal Auditor

The Internal Auditor is reporting directly to the Audit Committee.

30. CODE OF CONDUCT AND ETHICS - DECLARATION

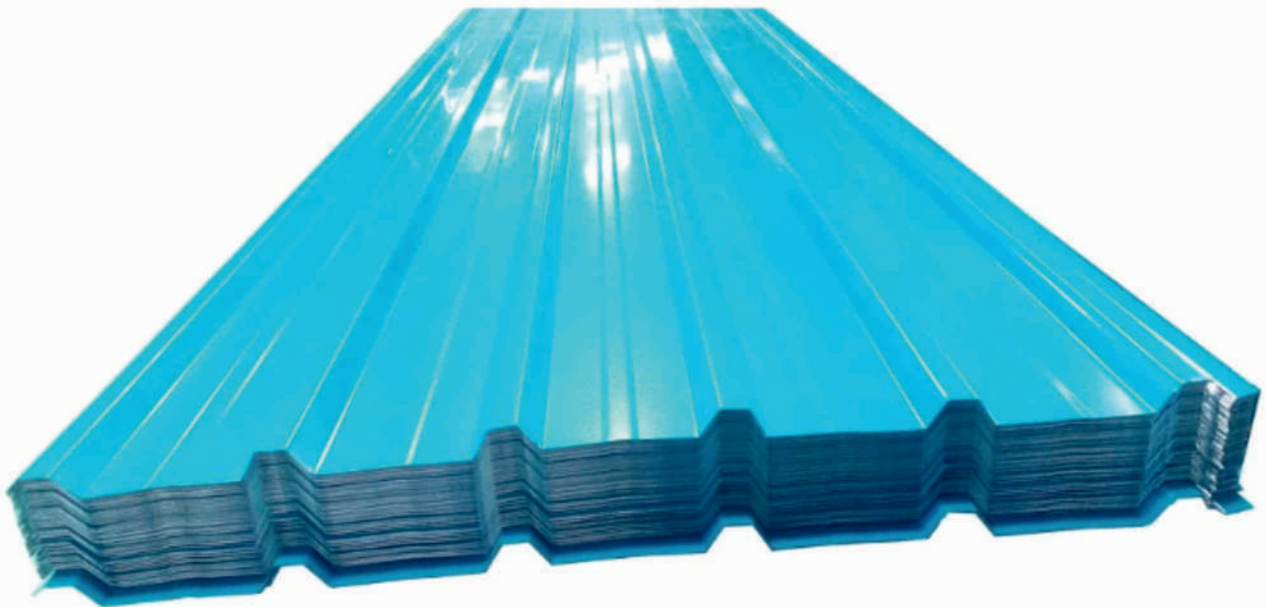
It is hereby declared that the Board of Directors of the Company have adopted a Code of Conduct for the Board members and Senior/Key Management Personnel of the

Company and the same has also been posted in the website of the Company and that all the Board Members and Senior/Key Management Personnel to whom this Code of Conduct is applicable have affirmed the compliance of Code of Conduct during the year 2023 - 24.

By order of the Board
For Scoobee Day Garments (India) Limited

Sd/-
K L V Narayanan
Managing Director
DIN: 01273573

Place: Kizhakkamabalm
Date: 12.08.2024



Annexure -A

DECLARATION AFFIRMING COMPLIANCE WITH THE CODE OF CONDUCT

(Regulation 34, read with Schedule V(D), of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

This is to confirm that the company has adopted a "Code of Conduct and Business Ethics" for its Board Members, Senior Management Personnel and all other employees and that the same is available on the website of the Company, www.scoobedaygarments.com.

I, hereby declare that all the Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the aforesaid Code for the Financial Year ended March 31, 2024.

For and on behalf of the Board of Directors
Scoobee Day Garments (India) Limited

Sd/-
K L V Narayanan
Managing Director
DIN: 01273573

Place: Kizhakkambalam
Date: 12.08.2024

Annexure B

CERTIFICATION BY THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER IN TERMS OF REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, the undersigned, in our respective capacities as the Managing Director and Chief Financial Officer of Scoobeday Garments (India) Limited (“the Company”), in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby certify that:

a) We have reviewed the financial statements including the statement of cash flow and statement of changes in equity for the year ended March 31, 2024 and that to the best of our knowledge and belief, we state that

i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) 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.

b) We further state that to the best of my knowledge and belief, no transactions are entered into by the company during the year, which is fraudulent, illegal or violative of the Company’s Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which we are aware and steps that have been taken to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee, wherever applicable:

i) Significant changes, if any, in the internal control over financial reporting during the year;

ii) Significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company’s internal control system over financial reporting.

For Scoobee day Garments (India) Limited

Sd/-
K L V Narayanan
Managing Director
DIN: 01273573

Sd/-
Zaphia Fareed
Chief Financial Officer

Place: Kizhakkambalam

Date: 12.08.2024

Annexure C

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of
SCOOBEE DAY GARMENTS (INDIA) LIMITED
666/12, Anna Aluminium Building,
Kizhakkambalam, Aluva, Ernakulam,
Kerala - 683562

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SCOOBEE DAY GARMENTS (INDIA) LIMITED (CIN: L27100KL1994PLC008083) and having its registered office at 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala - 683562 (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 and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 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 or any such other Statutory Authority:

Sl No.	Name of Director	DIN	Date of Appointment in Company
1	Kalpathy Lakshmi Venkitanarayanan Narayanan	01273573	04.07.2016
2	Dony Dominic	03588411	30.10.2017
3	Elsamma Mathew Titus	09712874	29.09.2022
4	Augustine Antony	09710570	01.10.2022
5	Jeff Jacob	08652962	14.08.2020
6	Satheesh Kumar Gopa Kumar	03425296	14.08.2020

Ensuring the eligibility of 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 **Caesar Pinto John**

& Associates LLP
Company Secretaries
Sd/-

Nikhil George Pinto
Partner Kochi
M. No. F 11074, CP. No. 16059
Peer Review Certificate No. 2148/2022
UDIN: F011074F000955501
Kochi, 12th August, 2024

Annexure D

CERTIFICATE ON CORPORATE GOVERNANCE

To the members of SCOOBEE DAY GARMENTS (INDIA) LIMITED

We have examined the compliance of conditions of Corporate Governance by SCOOBEE DAY GARMENTS (INDIA) LIMITED (CIN: L27100KL1994PLC008083) having its registered office at 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala - 683562 for the year ended 31st March, 2024 as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2), Schedule V and Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated above. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2024.

We further state that such compliance 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 CaesarPintoJohn
& Associates LLP
Company Secretaries

Sd/-

Nikhil George Pinto
Partner
M. No. F 11074
CP. No. 16059
Kochi 12th August 2024
Peer Review Certificate No. 2148/2022
UDIN: F011074F000955567

INDEPENDENT AUDITOR'S REPORT

To the Members of Scoobee Day Garments (India) Limited

(Formerly Known as Victory Paper and Boards (India) Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Scoobee Day Garments (India) Limited ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2024, and profit/loss, (changes in equity) and its cash flows for the year ended on that date.

Basis for Opinion

We have conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Evaluation of tax positions See note 30.2 to the standalone financial statements	
The key audit matter	How the matter was addressed in our audit
<p>The Company's operations in India are subject to periodic challenges by local tax authorities on a range of tax matters arising in the normal course of business including direct tax and transfer pricing matters. Estimating the income tax expense also requires the Company to determine the probability of tax authorities accepting a particular tax treatment for potential tax exposures. These involve significant judgment by the Company to determine the possible outcome of the tax litigations and potential tax exposures, consequently having an impact on related accounting and disclosures in the standalone financial statements.</p>	<p>Our audit procedures on taxation include the following:</p> <ul style="list-style-type: none"> • Obtained an understanding of key tax litigations and potential tax exposures. <ul style="list-style-type: none"> • Evaluated the design, implementation and operating effectiveness of the internal controls relating to the Company's assessment of the possible outcome of tax litigations, potential tax exposures and related disclosures in the standalone financial statements. <p>The audit team, along with our internal tax experts:</p> <ul style="list-style-type: none"> ▪ Read and analyzed select key correspondences and consultations carried out by the Company including with external tax experts for key tax litigations and potential tax exposures. ▪ Inquired with the Company and external tax experts to evaluate key assumptions and grounds of appeal considered by the Company in estimating the current tax balances. ▪ Evaluated the status of the recent tax assessments / inquiries, results of previous tax assessments, legal precedence / judicial rulings and changes in the tax environment. This is performed to assess and challenge the Company's estimate of the possible outcome of key tax litigations and potential tax exposures. ▪ Assessed and tested the adequacy and accuracy of the presentation and disclosures in the standalone financial statements.

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 financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

Our opinion on the standalone financial statements does not cover the other information and we do 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 necessary actions, 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 financial position, financial performance, including 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 (Ind AS) 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 of 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, 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 intend to liquidate the Company or to cease operations, or have 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 auditors' 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 control 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 and Board of Directors.

- Conclude on the appropriateness of management's and Board of Directors' use of the going concern basis of accounting in preparation of standalone financial statements 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 auditors' 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 auditors' 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 to 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 auditors' 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 the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

(a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.

(b) In my 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 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 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".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) 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 impact of pending litigations as at 31 March 2024 on its financial position in its standalone financial statements. Refer note 30 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.

- (C) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid 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.

Anil K Nayar
Chartered Accountant
Memb No. 202070
UDIN: 24202070BKAJDF6745

Place: Cochin

Date: 29-05-2024



Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2024, we report the following:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In my 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.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, We report that, the title deeds, comprising of all the immovable properties of land and buildings which are freehold, are held

in the name of the Company as at the balance sheet date.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of my examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.

(ii) (a) The physical verification of inventory has been conducted at reasonable intervals by the management. The coverage and procedure of verification of physical verification is appropriate and discrepancies noticed are properly dealt within the books of accounts

(b) According to the information and explanations given to me and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. As per the books of accounts and according to the information and explanations, the quarterly returns and statements filed by the company with banks and financial institutions are not in agreement with books of accounts. The Management explained that the differences are due to the following reason:

- The stock of canteen, scrap etc are not considered while giving stock statement to the bank.

(iii) According to the information and explanations given to me and on the basis of my examination of the records of the Company, the Company has not made any investments in or provided security to companies, firms, limited liability partnerships or any other parties during the year.

(a) The company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year and hence reporting under clause 3(iii) (a) of the order is not applicable

(b) According to the information and explanations given to me and based on the audit procedures conducted by us, in our opinion the guarantees provided during the year and the terms and conditions of the grant of loans and advances in the nature of loans during the year are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to me and on the basis of my examination of the records of the Company, in our opinion, in the case of loans and advances in the nature of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

(d) According to the information and explanations given to me and on the basis of my examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans and advances in the nature of loans given.

(e) According to the information and explanations given to me and on the basis of

my examination of the records of the Company, there is no loan or advance in the nature of loans granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the over dues of existing loans or advances in the nature of loans given to same parties.

(f) According to the information and explanations given to me and on the basis of my examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

According to the information and explanations given to us and on the basis of my examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act") and the Company has not provided any security as specified under Section 186 of the Act. Further, in my opinion, the Company has complied with the provisions of Section 186 of the Act in relation to loans given, guarantees provided and investments made.

The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

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 manufactured by the company. Accordingly, clause 3(vi) of the Order is not applicable.

(iii) According to the information and explanations given to me and on the basis of my examination of the records of the Company, the Company has not made any investments in or provided security to companies, firms, limited liability partnerships or any other parties during the year.

(a) The company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year and hence reporting under clause 3(iii) (a) of the order is not applicable

(b) According to the information and explanations given to me and based on the audit procedures conducted by us, in our opinion the guarantees provided during the year and the terms and conditions of the grant of loans and advances in the nature of loans during the year are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to me and on the basis of my examination of the records of the Company, in our opinion, in the case of loans and advances in the nature of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

(d) According to the information and explanations given to me and on the basis of my examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans and advances in the nature of loans given.

(e) According to the information and explanations given to me and on the basis of

my examination of the records of the Company, there is no loan or advance in the nature of loans granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the over dues of existing loans or advances in the nature of loans given to same parties.

(f) According to the information and explanations given to me and on the basis of my examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

According to the information and explanations given to us and on the basis of my examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act") and the Company has not provided any security as specified under Section 186 of the Act. Further, in my opinion, the Company has complied with the provisions of Section 186 of the Act in relation to loans given, guarantees provided and investments made.

The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

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 manufactured by the company. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Goods and service Tax or any other statutory dues during the year.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities;

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to GST, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax or Cess or other statutory dues which have not been deposited on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, I report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, We report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2024.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year, accordingly, clause 3(x) (a) of the Order is not applicable. (xiii)

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x) (b) of the Order is not applicable. (xiv)

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, I report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit. (xv)

(b) According to the information and explanations given to us no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. (xvi)

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures. The Complaints received during the year are properly dealt with by the company and some of the cases received are forwarded to the previous management for correction and settlement.

According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, wherever applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi) (a) and 3(xvi) (b) of the Order are not applicable.

(b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.

(xvii) The Company has not incurred any cash losses during the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and (xx) explanations given to us and 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 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 the audit report that the Company is not capable of meeting its liabilities existing at the date of 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.

In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx) (a) and 3(xx) (b) of the Order are not applicable.

Anil K Nayar
Chartered Accountant
Mem No. 202070
UDIN-24202070BKAJDF6745

Place:-Cochin -682 020
Date:- 29-05-2024



Annexure B to the Independent Auditors' report on the standalone financial statements of Emphasis Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Scoobee Day Garments (India) Limited ("the Company") (Formerly Known as Victory Paper and Boards (India) Limited) as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company as at and 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 2024, 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 Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' 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 whether 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 judgement, 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 the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Anil K Nayar
Chartered Accountant
Mem No. 202070
UDIN-24202070BKAJDF6745

Place: - Cochin -682 020
Date: - 29-05-2024



SCOOBEE DAY GARMENTS (INDIA) LIMITED
(Formerly Known as Victory Paper And Boards (India) Limited)
KIZHAKKAMBALAM, ERNAKULAM -683 562
BALANCE SHEET AS AT 31st MARCH 2024

Rs. in 000's

	Notes	As at March 31st, 2024	As at March 31st, 2023
A. ASSETS			
1. Non-current assets			
(a) Plant, property and equipment	3	4,88,024.66	5,08,459.55
(b) Capital work-in-progress	3		
(c) Other intangible assets	3	398.53	747.15
(d) Financial assets			
(i) Loans	4	2,774.31	1,567.30
(ii) Other Financial Assets	5	3,329.08	3,808.88
(e) Non Current tax assets(net)	6	510.54	558.79
(f) Other Non-Current Asset	7	766.21	755.57
		4,95,803.32	5,15,897.25
2. Current Assets			
(a) Inventories	8	63,802.21	74,337.54
(b) Financial assets			
(i) Trade receivables	9	5,699.18	12,737.60
(ii) Cash and cash equivalents	10	581.04	10,845.63
(iii) Other bank balances	11	338.71	6,093.05
(c) Other current assets	12	14,144.51	12,179.44
		84,565.65	1,16,193.26
TOTAL ASSETS		5,80,368.97	6,32,090.50
B. EQUITY AND LIABILITIES			
1.EQUITY			
(a) Equity share capital	13	1,35,000.00	1,35,000.00
(b) Other equity*	14	(1,02,780.40)	(1,40,219.41)
TOTAL EQUITY		32,219.60	(5,219.41)
2. Non - Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	15	1,28,788.47	1,46,478.03
(ii) Other financial liabilities	16	3,083.15	-
		1,31,871.62	1,46,478.03

	Notes	As at March 31st, 2024	As at March 31st, 2023
3. Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	17	3,95,797.35	4,62,398.81
(ii) Trade payables small enterprises than micro enterprises and small enterprises	18	12.16 5,720.20 -	35.22 11,165.61 -
(iii) Other financial liabilities	19	12,504.12	14,384.69
(b) Other current liabilities	20	2,243.92	2,847.55
		4,16,277.75	4,90,831.89
TOTAL EQUITY AND LIABILITIES		5,80,368.97	6,32,090.50
Summary of significant accounting policies	2		
Additional Information	30		

The accompanying notes are an integral part of the financial statements.

Garments (India) Limited (CIN

As per my report of even date attached

Sd/-

K L V Narayanan

Managing Director (DIN: 01273573)

Sd/-

Dony Dominic

Director (DIN: 03588411)

Sd/-

Anil K Nayar

Chartered Accountant

Memb No. 202070

Sd/-

Alphonsa Jose

Company Secretary

UDIN- 24202070BKAJDF6745

Sd/-

Zaphia Fareed

Chief Financial Officer

Place : Kizhakkambalam

Date : 29-05-2024

SCOOBEE DAY GARMENTS (INDIA) LIMITED
(Formerly Known as Victory Paper And Boards (India) Limited)

KIZHAKKAMBALAM, ERNAKULAM -683 562

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2024

Rs. in 000's

	Notes	For the Year ended March 31st, 2024	For the Year ended March 31st, 2023
1. INCOME			
(a) Revenue from operations	21	4,02,121.09	5,09,141.78
(b) Other income	22	7,792.01	18,800.95
Total income		4,09,913.10	5,27,942.73
2. EXPENSES			
(a) Cost of Materials Consumed	23	1,54,428.51	1,99,198.38
(b) Changes in inventories of finished goods and work-in-progress.	24	1,951.30	21,731.35
(c) Employee benefit expenses	25	1,07,955.23	1,09,910.75
(e) Finance costs	26	28,616.27	35,659.59
(d) Depreciation and amortisation expenses	27	24,703.85	24,294.18
(f) Other expenses	28	51,735.78	58,772.13
Total expenses		3,69,390.94	4,49,566.39
3. Profit/ (Loss) before tax (1-2)		40,522.17	78,376.34
4. Tax expenses			
(a) Current tax			
(b) Deferred tax		3,083.15	-
Total income tax		3,083.15	-
5. Profit/ (Loss) for the year (3-4)		37,439.02	78,376.34
6. Other comprehensive income/loss			
(i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss			
(iii) Items that will be reclassified to profit or loss			
(iv) Income tax relating to items that will be reclassified to profit or loss			
Total Other comprehensive income / (losses) for the year, net of tax			
Total comprehensive income for the year, net of tax (5+6)		37,439.02	78,376.34

7. Earnings per equity share (basic and diluted)			
Nominal value of equity share is Rs. 10/-			
Basic and diluted earnings per equity share	29	2.77	5.81
Summary of significant accounting policies	2		
Additional Information	30		

The accompanying notes are integral part of the financial statements.

For and on Behalf of Board of Directors of ScooBee Day Garments (India) Limited (CIN No.L27100KL1994PLC008083)

As per my report of even date attached

Sd/-
K L V Narayanan
Managing Director (DIN: 01273573)

Sd/-
Dony Dominic
Director (DIN: 03588411)

Sd/-
Alphonsa Jose
Company Secretary

Sd/-
Anil K Nayar
Chartered Accountant
Memb No. 202070
UDIN- 24202070BKAJDF6745

Sd/-
Zaphia Fareed
Chief Financial Officer

Place : Kizhakkambalam
Date : 29-05-2024



SCOOBEE DAY GARMENTS (INDIA) LIMITED
(Formerly Known as Victory Paper And Boards (India) Limited)
KIZHAKKAMBALAM, ERNAKULAM -683 562
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2024

Rs. in 000's

Sl No		For the Year ended 31.03.2024	For the Year ended 31.03.2023
A.	<u>Cash flow from Operating Activities:</u>		
	Net profit/ (loss) before tax	40,522.17	78,376.34
	Adjustments for:		
	Depreciation and amortisation expenses	24,703.85	24,294.18
	Finance Cost	28,616.27	35,659.59
	Sundry Balances no more payable written back	-	-
	Net gain on sale of property, plant and equipment	(338.29)	(3,392.59)
	Operating profit/(loss) before working capital changes	93,503.99	1,34,937.53
	Adjustments for:		
	(Increase)/ Decrease in Inventory	10,535.32	19,073.74
	(Increase)/ Decrease in Trade Receivables, Loans, Other Current Assets	10,089.85	24,116.99
	Increase/ (Decrease) in Trade Payables, Other Financial liabilities, Other Current liabilities	(7,952.68)	(2,258.04)
	Cash generated from operations	1,06,176.48	1,75,870.22
	Less: Income tax paid	48.26	897.15
	Net cash (used)/ from operating activities (A)	1,06,224.74	1,76,767.37
B.	<u>Cash flow from Investing Activities:</u>		
	Purchase of Tangible Fixed Assets	(5,288.52)	(13,657.95)
	Sale of Fixed Assets	1,814.86	5,828.36
	Purchase of Intangible Fixed Assets	(108.39)	(177.14)
	Investment in Capital Work in Progress		
	Net cash (used) in investing activities (B)	(3,582.04)	(8,006.73)

C.	Cash flow from Financing Activities:		
	Proceeds/ (Repayment) of Long Term Borrowings	(17,689.55)	(1,03,016.67)
	Proceeds/ (Repayment) from Short - Term borrowings	(66,601.46)	(25,393.62)
	Finance Cost	(28,616.27)	(35,659.59)
	Net cash from financing activities (C)	(1,12,907.28)	(1,64,069.88)
	Net Increase/ (Decrease) in Cash and Cash equivalents (A+B+C)	(10,264.59)	4,690.76
	Cash and cash equivalents at the beginning of the year	10,845.63	6,154.87
	Cash and cash equivalents at the end of the Year	581.04	10,845.63

Note: Figures in brackets represent outflows.

The accompanying notes are integral part of the financial statements.

For and on Behalf of Board of Directors of ScooBee Day
Garments (India) Limited (CIN No.
L27100KL1994PLC008083)

Sd/-

K L V Narayanan

Managing Director (DIN: 01273573)

As per my report of even date attached

Sd/-

Dony Dominic

Director (DIN: 03588411)

Sd/-

Anil K Nayar

Chartered Accountant

Memb No. 202070

UDIN- 24202070BKAJDF6745

Sd/-

Alphonsa Jose

Company Secretary

Sd/-

Chief Financial Officer

Zaphia Fareed

Place : Kizhakkambalam

Date : 29-05-2024

SCOORIE DAY GARMENTS (INDIA) LIMITED.											
<i>(Formerly Known as Victory Paper And Boards (India) Limited)</i>											
KIZHAKKAMBALAM, ERNAKULAM -683 562											
Tangible Fixed Asset as at 31.03.2024											
Particulars	Gross Carrying Value				Depreciation				Net Block		
	Cost As at 1st April,2023	Additions	Sales/ Adjustments	Cost As at 31st March 2024	Up to 1st April,2023	For the Year	Sales/ Adjustments	As at 31st March 2024	As at 31st March 2024	As at 31st March 2024	Net Block As at 31st March 2024
Land	82271241.00	0.00	0.00	82271241.00	0.00	0.00	0.00	0.00	82271241.00	82271241.00	
Building	-82271241.00	0.00	0.00	-82271241.00	0.00	12371887.85	0.00	0.00	-82271241.00	-82271241.00	
	363904096.40	0.00	0.00	363904096.40	72953623.47	12371887.85	0.00	85325511.32	278578585.08	278578585.08	
	-363904096.40	0.00	0.00	-363904096.40	-60581735.62	-12371887.85	0.00	-72953623.47	-290950472.93	-290950472.93	
Plant And Equipment	157018137.44	4324108.66	1850790.37	159491455.73	38064329.88	9018022.22	383519.64	46698832.46	112792623.27	112792623.27	
	-149806745.92	-10009121.05	-2996863.53	-156819003.44	-29773029.07	-8678252.69	-579887.26	-37871394.50	-118947608.94	-118947608.94	
Furniture & Fixtures	26102822.24	252491.59	26355313.83	26355313.83	15483701.95	1268462.59	0.00	16752164.54	9603149.29	9603149.29	
	-22919026.37	-3203801.87	-20006.00	-26102822.24	-14276586.43	-1207787.22	-1208.03	-15483165.62	-10619656.62	-10619656.62	
Electrical Installation	895809.05	601155.74	0.00	1496964.79	238220.91	127143.95	0.00	365364.86	1131599.93	1131599.93	
	-883434.05	-12375.00	0.00	-895809.05	-153235.00	-84985.91	0.00	-238220.91	-657588.14	-657588.14	
Office Equipments	8449470.13	110759.00	13983.05	8564246.08	3854231.05	1351062.00	4687.58	5200605.47	3345640.61	3345640.61	
	-8565954.13	-82650.00	0.00	-8648604.13	-2564043.86	-1407632.60	0.00	-3971676.46	-4676927.67	-4676927.67	
Motor Vehicle	2741162.71	0.00	0.00	2741162.71	2405103.26	34236.64	0.00	2439339.90	301822.81	301822.81	
	-2391162.71	-350000.00	0.00	-2741162.71	-2381889.22	-23214.04	0.00	-2405103.26	-336059.45	-336059.45	
Total (Current Year)	641382738.97	5288514.99	1864773.42	644806480.54	132999210.51	24170815.25	388207.22	156781818.55	488024661.98	488024661.98	
Total (Previous Year)	-630741660.58	-13657947.92	-3016869.53	-641382738.97	-109730519.20	-23773760.31	-581095.29	-132923184.22	-50845954.75	-50845954.75	

Intangible Fixed Asset as at 31.03.2024											
Particulars	Gross Carrying Value				Depreciation				Net Block		
	Cost As at 1st April,2023	Additions	Sales/ Adjustments	Cost As at 31st March 2024	Up to 1st April,2023	For the Year	Sales/ Adjustments	As at 31st March 2024	As at 31st March 2024	As at 31st March 2024	Net Block As at 31st March 2024
Software	26,98,119.04	1,08,388.22	-	28,06,507.26	18,74,945.17	5,33,033.38	-	24,07,978.55	3,98,528.71	3,98,528.71	
	(25,20,980.00)	(1,77,139.04)	-	(26,98,119.04)	(14,30,547.33)	(5,20,424.13)	-	(19,50,971.46)	(7,47,147.58)	(7,47,147.58)	
Total (Current Year)	26,98,119.04	1,08,388.22	-	28,06,507.26	18,74,945.17	5,33,033.38	-	24,07,978.55	3,98,528.72	3,98,528.72	
Total (Previous Year)	(25,20,980.00)	(1,77,139.04)	-	(26,98,119.04)	(14,30,547.33)	(5,20,424.13)	-	(19,50,971.46)	(7,47,147.58)	(7,47,147.58)	

	<u>As at March 31st,2024</u> <u>(Rs. in 000's)</u>	<u>As at March 31st,2023</u> <u>(Rs. in 000's)</u>
Note 3		
Property, Plant and Equipment		
Property, Plant and Equipment	4,88,024.66	5,08,459.55
Capital work-in-progress	-	-
Intangible assets	398.53	747.15
	<u>4,88,423.19</u>	<u>5,09,206.70</u>
Note 4		
Loans- Non-Current		
Unsecured, considered good		
Security deposits	2,774.31	1,567.30
	<u>2,774.31</u>	<u>1,567.30</u>
	<u>As at March 31st,2024</u> <u>(Rs. in 000's)</u>	<u>As at March 31st,2023</u> <u>(Rs. in 000's)</u>
Note 5		
Other Financial Assets- Non Current		
Bank deposits with maturity of more than 12 month	3,329.08	3,808.88
	<u>3,329.08</u>	<u>3,808.88</u>
5.1 Bank deposits with maturity of more than 12 months include restricted bank balances of Rs.33,29,077.00 (Previous Year: Rs.38,08,880.00)		
	<u>As at March 31st,2024</u> <u>(Rs. in 000's)</u>	<u>As at March 31st,2023</u> <u>(Rs. in 000's)</u>
Note 6		
Non Current tax assets (Net)		
Income Tax Advance (Net)	510.54	558.79
	<u>510.54</u>	<u>558.79</u>
	<u>As at March 31st,2024</u> <u>(Rs. in 000's)</u>	<u>As at March 31st,2023</u> <u>(Rs. in 000's)</u>
Note 7		
Other Non Current assets		
Unsecured, considered good		
Capital Advances	766.21	755.57
	<u>766.21</u>	<u>755.57</u>
	<u>As at March 31st,2024</u> <u>(Rs. in 000's)</u>	<u>As at March 31st,2023</u> <u>(Rs. in 000's)</u>
Note 8		
Inventories		
Raw Materials	19,947.87	28,999.73
Semi Finished Goods	30,958.97	29,827.27
Finished Goods	2,897.94	5,980.94
Packing Materials	2,827.84	3,772.11
Stores and Spares	7,169.60	5,757.49
	<u>63,802.21</u>	<u>74,337.54</u>
8.1 See Note 2.20 For method of valuation of inventories		

	<u>As at March 31st,2024</u> (Rs. in 000's)	<u>As at March 31st,2023</u> (Rs. in 000's)
Note 9		
Trade receivables		
Unsecured, considered good		
- Outstanding for a period exceeding six months	233.46	209.68
- Others	5,465.72	12,527.92
	5,699.18	12,737.60
	Outstanding for the following periods from due date of payment	
Particulars	Less than 6 months	More than 3 years
	Total	
(i) Undisputed Trade receivables considered good	5,465.72	152.03
(ii) Undisputed Trade receivables - considered doubtful	-	-
(iii) Disputed Trade receivables considered good	-	-
(iv) Disputed Trade receivables considered good	-	-
(v) Unbilled dues	-	-
	As at March 31st,2024 (Rs. in 000's)	
	As at March 31st,2023 (Rs. in 000's)	
Note 10		
Cash and cash equivalents		
Balance with Banks	538.92	10,590.83
Cash on hand	42.12	254.80
	581.04	10,845.63
	As at March 31st,2024 (Rs. in 000's)	
	As at March 31st,2023 (Rs. in 000's)	
Note 11		
Other bank balances		
Balance with Banks	338.71	6,093.05
	338.71	6,093.05
11.1 Balance with banks include restricted bank balances of Rs.3,38,709.00 (Previous Year: Rs.60,93,052.00)		
	As at March 31st,2024 (Rs. in 000's)	
	As at March 31st,2023 (Rs. in 000's)	
Note 12		
Other current assets		
Advances recoverable in cash or in kind or for value to be received		
Unsecured - Considered Good		
Prepaid expenses	20.96	20.96
Balance with Government Authorities	3,414.05	3,480.66
Other Advances	10,709.51	8,677.82
	14,144.51	12,179.44

	<u>As at March 31st,2024</u> (Rs. in 000's)	<u>As at March 31st,2023</u> (Rs. in 000's)
Note 13		
Share Capital		
Authorised:		
13500000 Equity shares of Rs.10/- each	1,35,000.00	1,35,000.00
Issued, Subscribed and fully paid up		
13500000 Equity shares of Rs.10/- each	1,35,000.00	1,35,000.00
13.1 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:		
Shares outstanding at the beginning of the year	1,35,00,000.00	1,35,00,000.00
Shares Issued during the year	Nil	Nil
Shares bought back during the year	Nil	Nil
Shares outstanding at the end of the year	1,35,00,000.00	1,35,00,000.00
13.2 Rights ,Preferences & Restrictions attached to Equity shares.		
The Equity shares of the company having par value of Rs.10/- per share rank pari-pasu in all respects including voting rights, entitlement to dividend and repayment of capital		
13.3 Details of Shareholders holding more than 5% of Shares		
	<u>As at March 31st,2024</u> (Rs. in 000's)	<u>As at March 31st,2023</u> (Rs. in 000's)
Name of the Shareholder	No. of Shares	No. of Shares
Anna Aluminium Company (P) Ltd	51,36,900.00	51,36,900.00
% of Holding	38.05	38.05
Boby M Jacob	31,37,533.00	31,37,533.00
% of Holding	23.24	23.24
Mিনny Boby	18,49,021.00	18,49,021.00
% of Holding	13.70	13.70
13.4 There was no fresh issue or buying back of shares in the preceding five years		
13.5 There was neither bonus issue nor any other issue of shares in the preceding five years.		
13.6 Details of shares held by promoters		
Promoter Name	As at 31.03.2023	
	Number of shares	% of total shares
Boby M Jacob	31,37,533	23.24
Mিনny Boby	18,49,021	13.70
	<u>As at March 31st,2024</u> (Rs. in 000's)	<u>As at March 31st,2023</u> (Rs. in 000's)
Note 14		
Other Equity		
Retained Earnings		
Balance at the beginning of the year	(1,40,219.41)	(2,18,595.75)
Add: Profit/ (Loss) for the year	37,439.02	78,376.34
	<u>(1,02,780.40)</u>	<u>(1,40,219.41)</u>
	<u>As at March 31st,2024</u> (Rs. in 000's)	<u>As at March 31st,2023</u> (Rs. in 000's)

Note 15**Long-term borrowings**

a) Long Term Loan from Federal bank Limited	93,439.10	1,11,115.79
b) Working Capital Term Loan from Federal Bank(8	12,180.15	12,193.01
c) Long Term Loan from Axis bank Limited	-	-
d) Long Term Loan From Federal bank Limited (885	23,169.23	23,169.23
	1,28,788.47	1,46,478.03

15.1 See Note No.20 for current maturities of long term Debt

15.2 Long Term Loan from Federal Bank Limited is secured by hypothecation on Factory Land (32.73 acres) and Building (5.5 Lakhs Sqft) situated at Karur, Tamil Nadu, all current assets and movable fixed assets of the company, Documents to Title to Goods/Export Receivables, Factory Land (52.87 acres) and Building situated at Palakkad, DSRA of Rs.2 Crores to be built by way of cut back deposits from export bill realisation@1% of each bill and corporate guarantee given by Anna Aluminium Company Private Limited and Kitex Limited.

15.3 Long Term Working Capital Term Loan from Federal Bank Limited is secured by Security Interest/Charge on all movable/immovable assets created out of the Loan and Second charge on all primary and collateral securities available for the existing facilities with the Bank as mentioned in Note No.15.2.

15.4 Long Term Loan from Axis Bank is secured by Hypothecation on all movable fixed assets purchased out of loan. Further, EM of Factory Land and Building Located at Elappully Village, Palakkad, and EM of Factory Land and Building located at Nedungur Village, Karur owned by Company on pari pasu with Federal Bank Limited.

15.5 Long Term Loan from Federal Bank is secured by Hypothecation on all movable and immovable assets created out of loan and Second charge on all primary and collateral securities available for the existing facilities with the Bank as mentioned in Note No. 15.2 and 15.3

<u>As at March 31st,2024</u>	<u>As at March 31st,2023</u>
<u>(Rs. in 000's)</u>	<u>(Rs. in 000's)</u>

Note 16**Other financial liabilities- Non-current**

a) Provision for K V A T Dues Payable	-	-
b) Provision for Deferred Tax Liability	3,083.15	-
	3,083.15	-

<u>As at March 31st,2024</u>	<u>As at March 31st,2023</u>
<u>(Rs. in 000's)</u>	<u>(Rs. in 000's)</u>

Note 17**Short Term Borrowings**

Current Maturities of Long Term Debt

Federal Bank(8676)	-	17,130.86
Axis Bank	-	14,215.96
Federal Bank(8858)	-	1,830.78
Loans repayable on demand from Banks - Secured		
Buyers Credit From Axis Bank	1,392.34	1,373.02
Fed Packing Credit	-	-
Fed Foreign Bill Discount	-	-
Axis Bank Packing Credit	15,050.00	-
Inter Corporate Loan from Anna Aluminium Company Private Limited (See Note 30.14)	2,86,189.71	2,84,479.00
Inter Corporate Loan from Kitex limited (See Note 30.14)	93,165.30	1,43,369.20
	3,95,797.35	4,62,398.81

18.1 Cash Credit Account with Axis Bank Limited is secured by hypothecation of current assets both present and future under pari pasu basis with Federal Bank. Further, EM of Factory Land and Building Located at Elappully Village, Palakkad, and EM of Factory Land and Building located at Nedungur Village,

As at March 31st,2024 **As at March 31st,2023**
(Rs. in 000's) **(Rs. in 000's)**

Note 18

Trade Payables

Total outstanding dues of micro enterprises and small enterprises	12.16	35.22
Total outstanding dues of creditors other than micro enterprises and small enterprises	5,720.20	11,165.61
	5,732.36	11,200.83

Trade Payable ageing Schedule

Particulars	Outstanding for the following periods from due date	
	More than 3 years	Total
(i) MSME	8.41	12.16
(ii) Others	-	5,720.20
(iii) Disputed dues - MSME		-
(iv) Disputed dues - Others		-
(v) Unbilled dues		-

The amount due to Micro, Small and Medium Enterprises as defined in the “The Micro, Small and Medium Enterprises Development Act, 2006” has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro, Small and Medium Enterprises are as under:

As at March 31st,2024 **As at March 31st,2023**
(Rs. in 000's) **(Rs. in 000's)**

Principal amount due and remaining unpaid to any supplier as at the end of each accounting year	12.16	35.22
Interest due on the above and remaining unpaid to any supplier as at the end of each accounting year		
Interest paid by the company along with the amounts of the payment made to the supplier		
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the		
Interest accrued and remaining unpaid at the end of		
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 enterprises		

	<u>As at March 31st,2024</u> <u>(Rs. in 000's)</u>	<u>As at March 31st,2023</u> <u>(Rs. in 000's)</u>
Note 19		
Other Financial Liabilities- Current		
Employee benefits Expenses Payable	6,952.49	6,406.97
Creditors for Expense	5,223.32	7,649.31
Creditors for Fixed Assets	328.31	328.41
	12,504.12	14,384.69
Note 20		
Other Current Liabilities		
Advance From Customers	88.75	548.75
Statutory and Other Dues	2,155.16	2,298.80
	2,243.92	2,847.55
Note 21		
Revenue from operations		
Sale of products (See Note 21.1)	4,02,121.09	5,09,141.78
Other Operating Revenue (See Note 21.2)		
	4,02,121.09	5,09,141.78
21.1 Details of Sale of Products		
Garments	3,76,083.28	4,52,642.48
Aluminium Roofing Sheets	26,037.81	56,499.30
	4,02,121.09	5,09,141.78
21.2 Details of Other Operating Revenue		
Job Work Charges Received- Garments	-	-
	7,792.01	18,800.95
Note 22		
Other Income		
Interest Income		
From Banks	483.32	481.48
From Others	299.52	60.36
Duty Drawback	1,466.36	2,395.84
Net gain on sale of property, plant and equipment	338.29	3,392.59
Sundry Balances no more payable written back	-	-
Gain from exchange rate fluctuation	1,119.98	1,006.60
Miscellaneous Income	4,084.54	11,464.10
	7,792.01	18,800.95

	<u>As at March 31st,2024</u> (Rs. in 000's)	<u>As at March 31st,2023</u> (Rs. in 000's)
Note 23		
<u>Cost of materials consumed</u>		
Opening Stock	28,999.73	30,343.41
Purchases	1,45,376.65	1,97,854.69
	<u>1,74,376.37</u>	<u>2,28,198.11</u>
Closing Stock	19,947.87	28,999.73
	<u>1,54,428.51</u>	<u>1,99,198.38</u>

	<u>As at March 31st,2024</u> (Rs. in 000's)	<u>As at March 31st,2023</u> (Rs. in 000's)
Note 24		
<u>Changes in inventories of finished goods and work-in-progress.</u>		
Opening Stock		
-Work-in-Progress	29,827.27	53,136.54
-Finished Goods	5,980.94	4,403.02
	<u>35,808.21</u>	<u>57,539.56</u>
Closing stock		
-Work-in-Progress	30,958.97	29,827.27
-Finished Goods	2,897.94	5,980.94
	<u>33,856.91</u>	<u>35,808.21</u>
	<u>1,951.30</u>	<u>21,731.35</u>

	<u>As at March 31st,2024</u> (Rs. in 000's)	<u>As at March 31st,2023</u> (Rs. in 000's)
Note 25		
<u>Employee Benefit Expenses</u>		
Salaries, Wages, and Bonus	83,523.53	86,208.48
Contribution to Provident Fund	6,115.47	5,050.15
Contribution to Employees State Insurance Corporation	1,901.06	2,154.28
Staff Welfare Expenses	16,415.17	16,497.84
	<u>1,07,955.23</u>	<u>1,09,910.75</u>

	<u>As at March 31st,2024</u> (Rs. in 000's)	<u>As at March 31st,2023</u> (Rs. in 000's)
Note 26		
<u>Finance costs</u>		
Interest Expenses		
On Term Loan	16,395.46	21,641.75
On Cash Credit	96.12	594.67
On Others	12,124.69	13,423.17
	<u>28,616.27</u>	<u>35,659.59</u>

	<u>As at March 31st,2024</u> (Rs. in 000's)	<u>As at March 31st,2023</u> (Rs. in 000's)
Note 27		
<u>Depreciation and Amortisation Expenses</u>		
Depreciation on Tangible Assets	24,170.82	23,773.76
Amortisation on Intangible Assets	533.03	520.42
	<u>24,703.85</u>	<u>24,294.18</u>

	<u>As at March 31st,2024</u>	<u>As at March 31st,2023</u>
	<u>(Rs. in 000's)</u>	<u>(Rs. in 000's)</u>
Note 28		
Other Expenses		
Processing Charges	2,557.78	7,038.74
Packing Materials Consumed	12,441.99	11,731.42
Power & Fuel	15,612.05	15,164.14
Freight	2,305.11	2,858.35
Stores and Spares Consumed	2,147.10	1,113.32
Rent	90.25	129.71
Rates & Taxes	2,685.10	3,452.04
Repair & Maintenance		
Plant and Machinery	2,546.41	2,642.66
Building	48.69	1,164.91
Vehicle	137.97	90.13
Others	2,047.57	2,981.32
Travelling and Conveyance	1,344.62	1,517.67
Advertisement and Sales Promotion	186.13	268.29
Postage & Telephone	357.97	442.43
Printing & Stationery	1,242.65	1,345.80
Insurance	1,117.89	2,266.17
Payments to Auditors and expenses	340.00	325.00
Professional Charges	1,748.93	2,001.19
Bank charges	553.32	362.86
Loss on sale of MEIS Licence	-	154.42
Loss on sale of ROSCTL License	57.49	-
Irrecoverable Advances written off	49.22	-
CSR Expenditure	475.00	-
General Charges	1,642.54	1,721.57
Total	51,735.78	58,772.13
	<u>As at March 31st,2024</u>	<u>As at March 31st,2023</u>
	<u>(Rs. in 000's)</u>	<u>(Rs. in 000's)</u>
Note 29		
Earnings per equity share (basic and diluted)		
Profit for the year as per the statement of Profit and Loss	37,439.02	78,376.34
Number of Equity Shares	1,35,00,000.00	1,35,00,000.00
Basic and diluted earnings per share	2.77	5.81

30. Additional Information

30.1 Fair Value Measurement

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature.

There were no transfers between Level 1 and Level 2 during the year.

Category wise classification of financial instruments is as follows:

Rs. in 000's

Particulars	Refer Note	Fair Value (Rs.)	
		As at 31.03.2024	As at 31.03.2023
Financial Assets measured at amortised cost			
Non current:			
i. Loans	4	2,774.31	1,567.30
ii. Other Financial Assets	5	3,329.08	3,808.88
Current:			
i. Trade receivables	9	5,699.18	12,737.60
ii. Cash and cash equivalents	10	581.04	10,845.63
iii. Other Bank Balances	11	338.71	6,093.05
		12,722.31	35,052.46
Financial Liabilities measured at amortised cost			
Non Current:			
i. Borrowings	15	1,28,788.47	1,46,478.03
ii. Other financial liabilities	16	3,083.15	-
Current:			
ii. Trade payables	19	5,732.36	11,200.83
iii. Other financial liabilities	20	12,504.12	14,384.69
		1,50,108.10	1,72,063.55

Financial Risk Management - Objectives and Policies

The Company has a well- managed risk management framework, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as liquidity risk, market risk, credit risk and foreign currency risk) that may arise as a consequence of its business operations as well as its investing and financing activities.

Accordingly, the Company's risk management framework has the objective of ensuring that such risks are managed within acceptable risk parameters in a disciplined and consistent manner and in compliance with applicable regulation.

1) Liquidity Risk

Liquidity risk is the risk that the Company will encounter due to difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

2) Market Risk

The exposure to interest rate risk from the perspective of Financial Liabilities is negligible. Further, treasury activities, focused on managing investments in debt instruments, are administered under a set of approved policies and procedures guided by the tenets of liquidity, safety and returns. This ensures that investments are only made within acceptable risk parameters after due evaluation. The Company's investments are predominantly held in fixed deposits. Fixed deposits are held with highly rated banks and have a short tenure and are not subject to interest rate volatility.

3) Credit Risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, other balances with banks and other receivables.

The Company has adopted a policy of only dealing with counterparties that have sufficiently high credit rating. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties. Credit risk arising from other balances with banks is limited because the counterparties are banks with high credit ratings.

4) Foreign Currency Risk

The Company undertakes transactions denominated in foreign currency (mainly US Dollar) which are subject to the risk of exchange rate fluctuations. Financial assets and liabilities denominated in foreign currency, are also subject to reinstatement risks.

Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

The Company's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Company funds its operations through Short Term Inter corporate borrowing from Anna Aluminium Company Private Limited and Kitex Limited.

As at 31st March, 2024, the Company has only one class of equity shares. The company is not subject to any externally imposed capital requirements.

30.2 Taxation

(i) Reconciliation of income tax expense for the year to accounting profit

Rs. in 000's

	Year Ended 31.03.2024 (Rs.)	Year Ended 31.03.2023 (Rs.)
Profit / (Loss) before Tax as per Statement of Profit and	40,522.17	78,376.34
Add : Other Comprehensive Income that will not be reclassified to Statement of Profit and Loss		
Accounting Profit / (Loss)	40,522.17	78,376.34
Tax on above at the applicable tax rate		
Tax effect of items that are not deductible in		
Tax effect of items that are deductible in determining Taxable profit		
Add: Interest payable under Income Tax Act Tax and Interest	-	-
Add: Excess Provision made in accounts		
Current Tax as per Statement of Profit and Loss	-	-
Applicable rate of tax as per Finance Act	0.000%	0.000%
Average effective tax rate	0.00%	0.00%

(ii) Deferred Tax Expense

Rs. in 000's

	Property, Plant and Equipment (Rs.)	Others (Rs.)
As at 01.04.2023		
Charge/ (Credit) to Statement of Profit or loss 2023-24)	3,083.15	
Charge/ (Credit) to Statement of Other Comprehensive Income (2023-24)		
As at 31.03.2024 (d)+ (e)+ (f)	3,083.15	-

30.3 Contingent Liabilities, Commitments and Contigent Assets (to the extent not provided

Rs. in 000's

	2023-24 (Rs.)	2022-23 (Rs.)
(I) Contingent Liabilities		
(a) Claims against the Company not acknowledged as debt	NIL	NIL
(b) Bank Guarantees in favour of Customs Department	2,953.60	25,599.60
(c) Letter of Credit in favour of Fukuhara Industrial	NIL	NIL
(c) Other money for which the Company is contingently liable	NIL	NIL
(II) Commitments		
Estimated amount of contracts remaining to be executed on capital account not provided for	NIL	NIL
Uncalled liability on shares and other investments partly paid	NIL	NIL

30.4 Disclosures required under Ind AS 19 - "Employee Benefits"**(I) Defined Contribution Plans**

During the year the following amounts have been recognised in the statement of profit and loss on account of defined contribution plans:

	2023-24 (Rs.)	2022-23 (Rs.)
Employers contribution to Provident Fund	6,115.47	5,050.15
Employers contribution to Employee's State Insurance Corporation	1,901.06	2,154.28

30.5 Disclosure of Related Party Transactions in accordance with Ind AS 24 " Related Party Disclosures"**(A) List of Related Parties where control exists and also other Related Parties with whom transactions have taken place and relationships:**

Nature of Relationship	Name of Related Party
1) Key Managerial Personnel	KLV Narayan (Managing Director)
	Zaphia Fareed (CFO)
	Alphonsa Jose (Company Secretary)
2) Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence having transactions with the Company	Kitex Garments Limited
3) Other Related Parties	Anna Aluminium Company Private Limited
	Sara Spices Private Limited
	Kitex Limited

(B) Transactions with related parties during the year

Transactions with enterprises over which key managerial personnel and their relatives are able to exercise significant influence/ Other Related Parties

Rs. in 000's

(i) Inter Corporate Loan Received/ Repaid (Net)	2023-24 (Rs.)	2022-23 (Rs.)
Anna Aluminium Company Private Limited	1,710.71	7,079.00
Kitex Limited	(50,203.90)	(26,130.80)
TOTAL	(48,493.19)	(19,051.80)

Rs. in 000's

(ii) Sales and Income	2023-24 (Rs.)	2022-23 (Rs.)
Kitex Limited	2,92,045.48	3,18,220.70
Kitex Garments Limited	181.50	127.99
Anna Aluminium Company Private Limited	516.10	889.37
Anna Aluminium Vessels	-	14.64
Sara Spices Private Limited	4,554.07	-
TOTAL	2,97,297.15	3,19,252.69

Rs. in 000's

(iii) Sale of Fixed Assets	2023-24 (Rs.)	2022-23 (Rs.)
Kitex Limited	1,814.86	5,044.79
Kitex Garments Limited	-	-
Anna Aluminium Company Private Limited	-	-
TOTAL	1,814.86	5,044.79

(iv) Purchase of Goods	2023-24 (Rs.)	2022-23 (Rs.)
Kitex Limited	1,12,676.65	1,35,177.48
Anna Aluminium Company Private Limited	18.03	187.14
Kitex Garments Limited	-	-
Sara Spices Private Limited	1,170.20	849.18
TOTAL	1,13,864.88	1,36,213.79
Rs. in 000's		
(v) Purchase of Assets	2023-24 (Rs.)	2022-23 (Rs.)
Kitex Limited	2,409.03	9,275.80
Anna Aluminium Company Private Limited	-	-
TOTAL	2,409.03	9,275.80
Rs. in 000's		
(vi) Expenditure on Services	2023-24 (Rs.)	2022-23 (Rs.)
Kitex Limited	0.35	709.80
Kitex Garments Limited	-	-
Anna Aluminium Company Private Limited	-	-
TOTAL	0.35	709.80
Rs. in 000's		
(vii) Remuneration to KMP	2023-24 (Rs.)	2022-23 (Rs.)
KLV Narayan (Managing Director)	1,305.05	733.53
Abil Anil (Company Secretary)	-	378.41
Alphonsa Jose (Company Secretary)	844.26	-
Zaphia Fareed (CFO)	1,644.07	718.80
TOTAL	3,793.37	1,830.74
(C) Balance Outstanding as at Year End		
Rs. in 000's		
	2023-24 (Rs.)	2022-23 (Rs.)
Kitex Limited	(93,247.01)	(1,43,420.65)
Anna Aluminium Company Private Limited	(2,86,230.59)	(2,84,529.86)
Sara Spices Private Limited	3,244.53	(896.77)
Kitex Garments Limited	0.59	272.54
(D) No amount has been provided/written off as doubtful debts or advances written back in respect of payables due from or to any of the above related parties		
30.6 Particulars in respect of stock and turnover		
Rs. in 000's		
Class of goods manufactured	2023-24 (Rs.)	2022-23 (Rs.)
Finished Goods- Garments		
Opening Value	4,545.90	1,679.10
Closing Value	1,777.08	4,545.90
Sales Value	3,76,083.28	4,52,642.48
Finished Goods- Aluminium/Roofing		
Opening Value	1,435.04	2,723.92
Closing Value	1,120.86	1,435.04
Sales Value	26,037.81	56,499.30

Work In Progress- Garments		
Opening Value	29,827.27	53,136.54
Closing Value	30,958.97	29,827.27
Sales Value	-	-
30.7 Raw Materials Consumed		Rs. in 000's
	2023-24 (Rs.)	2022-23 (Rs.)
Aluminium/ GI Coils	20,918.61	45,559.24
Garments	1,33,509.90	1,53,639.14
TOTAL	1,54,428.51	1,99,198.38
30.8 Consumption of raw materials and stores and spares		Rs. in 000's
	2023-24 (Rs.)	2022-23 (Rs.)
Raw Materials		
Imported	1,121.05	2,055.29
Indegenous	1,53,307.46	1,97,143.09
Total	1,54,428.51	1,99,198.38
Stores and Spares		
Imported	1,504.68	2,737.47
Indegenous	642.42	(1,624.15)
Total	2,147.10	1,113.32
		Rs. in 000's
	2023-24 (Rs.)	2022-23 (Rs.)
30.9 CIF value of imports (Rs.)		
-Raw materials	1,121.05	2,055.29
-Capital goods	108.39	144.14
-Stores and Spares	1,504.68	2,737.47
30.10 Expenditure in Foreign Currency (Rs.)	2,734.11	4,936.90
30.11 Earnings in Foreign Exchange (Rs.in lakhs)	73,462.38	1,00,692.30
30.12 Remittance in foreign currencies on account of dividend (including remittance to NRE accounts)		
i) No. of Non-Resident shareholders	125	113
ii) No. of shares held by them	5,54,259	4,74,613
iii) Dividend remitted in Foreign Currency	NIL	NIL
30.13 Figures of the previous year have been regrouped and recast wherever necessary to suit the current year layout.		
30.14 The company has taken short term Inter Corporate Loan from Anna Aluminium Company Private Limited and Kitex Limited on various dates during the current and previous financial year. The details of Loan accepted/ Repaid and Outstanding amount of Loan are shown in Note No.30.5.		
Details of Import		
FUKUHARA INDUSTRIAL & TRADING Co	JPY	-
HIGG CO LLC	USD	1,249.00
FOCUS GARMENT TECH PTE LTD	USD	-
Ykk Thailand Co Ltd.	USD	13,499.42
MACHINES HIGHEST MECHATRONIC GMBH	EURO	-
FineLine Technologies LLC LTD.	USD	-
PACT RETAIL ACCESSORIES	USD	18,024.84
		32,773.26
		27,34,114.70

30.15 Segment revenue, Results and Capital Employed

Rs. in 000's

	Garments	Aluminium	Total
a) Segment Revenue (Inclusive of Jobwork Charges)			
<i>Current Year</i>	3,76,083.28	26,037.81	4,02,121.09
<i>Previous Year</i>	4,52,642.48	56,499.30	5,09,141.78
Less: Inter-segment Revenue			
<i>Current Year</i>			
<i>Previous Year</i>			
Total Revenue			
<i>Current Year</i>	3,76,083.28	26,037.81	4,02,121.09
<i>Previous Year</i>	4,52,642.48	56,499.30	5,09,141.78
b) Segment Results			
<i>Current Year</i>	35,435.24	2,861.81	38,297.05
<i>Previous Year</i>	71,831.90	7,389.87	79,221.77
Add: Unallocated Income			
<i>Current Year</i>			
<i>Previous Year</i>			
Less: Unallocated Expenditure			
<i>Current Year</i>			858.03
<i>Previous Year</i>			845.42
Total Profit Before Tax			
<i>Current Year</i>			37,439.02
<i>Previous Year</i>			78,376.34
c) Segment Assets			
<i>Current Year</i>	5,26,018.86	16,680.54	5,42,699.40
<i>Previous Year</i>	5,56,343.63	21,181.69	5,77,525.32
Unallocated Assets			
<i>Current Year</i>			37,669.57
<i>Previous Year</i>			54,565.18
Total Assets			
<i>Current Year</i>			5,80,368.97
<i>Previous Year</i>			6,32,090.50

d) Segment Liabilities			
<i>Current Year</i>	5,42,001.27	4,380.75	5,46,382.02
<i>Previous Year</i>	6,32,279.62	3,282.28	6,35,561.89
Unallocated Liabilities			
<i>Current Year</i>			1,767.34
<i>Previous Year</i>			1,748.02
Total Liabilities			
<i>Current Year</i>			5,48,149.37
<i>Previous Year</i>			6,37,309.92

There is no significant non-cash expenses, included in segment expenses, other than depreciation and amortisation expenses in respect of segment assets.

Notes:

a) Unallocated Assets includes;

	Rs. in 000's	
	Current Year	Previous Year
Plant, property and equipment	32,511.68	32,511.68
Other intangible assets	398.53	747.15
Other financial assets	3,329.08	3,808.88
Non Current tax assets(net)	510.54	558.79
Cash and cash equivalents	581.04	10,845.63
Other bank balances	338.71	6,093.05
	37,669.57	54,565.18

a) Unallocated Liabilities includes;

	Rs. in 000's	
	Current Year	Previous Year
Other financial liabilities- Non Current		
Other financial liabilities- Current	375.00	375.00
Current Financial LiabilitiesBorrowings	1,392.34	1,373.02
	1,767.34	1,748.02

30.16 Following ratios to be disclosed

Ratios	Numerator	Denominator	31-03-2024	31-03-2023	% of Change
Current ratio	Current Assets	Current Liabilities	0.20	0.24	(14.19)
Debt-Equity Ratio	Total Debt	Shareholders equity	16.28	(116.66)	(113.96)
Debt-Service coverage ratio	Cash generated from operating activities	Debt Service	0.51	0.70	(27.74)
Inventory turnover ratio	Cost of goods sold	Average inventory	2.26	2.63	(14.05)
Trade receivables turnover ratio	Net credit sales	Average accounts receivable	43.62	30.63	42.42
Trade payables turnover ratio	Net credit purchases	Average trade payables	17.17	21.88	(21.53)
Net capital turnover ratio	Net sales	Average working capital	(1.14)	(1.39)	(17.95)

30.17 Managerial Remuneration

The Company has been complied with the provisions of Companies Appointment and Remuneration of Managerial Personnel Rules 2014 read with Section 197 of the Companies Act, 2013. Hence no information is required to be append to this Notes in this regard.

30.17 Payment of Gratuity

No Provision has been made towards gratuity payable to employees under the payment of Gratuity Act 1972, Since none of the employees has completed 5 years of continuous service.

30.18 Title deeds of Immovable Properties not held in name of the Company

The Company does not possess any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company during the financial year ended March 31, 2024, and March 31, 2023.

30.19 Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in the financial years ended March 31, 2024, and March 31, 2023

30.20 Relationship with Struck off Companies

Company has not entered into any transactions with companies whose names have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 in the financial years ended March 31, 2024, and March 31, 2023.

30.21 Registration of charges or satisfaction with Registrar of Companies (ROC)

All charges or satisfaction are registered with ROC within the statutory period for the financial years ended March 31, 2024, and March 31, 2023. No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

30.22 Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2024, and March 31, 2023.

30.23 Discrepancy in utilisation of borrowings

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken.

30.24 Utilization of borrowed funds

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 other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has also not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

30.25 Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual currency during the financial years ended March 31, 2024, and March 31, 2023.

30.26 Details of disclosures made to Banks / Financial Institutions for credit facilities availed

The company has availed credit facilities from bank or financial institutions during the current year with the hypothecation of assets under finance, book debts, other receivables and margin money deposits. The quarterly returns or statements of current assets filed by the Company with financial institutions are not in accordance with books of accounts. The differences are due to the following reasons:

- The stock of canteen, scrap etc are not considered while giving stock statement to the bank.

30.27 CSR Applicability

Rs. in 000's

Financial Year	2022-23	2021-22	2020-21
Net Profit	78,376.34	35,278.30	(44,464.82)

Average Net Profit of 3 Preceding Fy	23,063.27
Amount Required to be spent by the company during the FY 2023-24	461.27
Amount paid	475.00

Nature of CSR Activity	: Donation to Twenty20 (non-profit charitable organisation) and Donation to Armed Force
------------------------	---



SCOOBEE DAY GARMENTS (INDIA) LIMITED
Manufactures of High Quality Garments & Roofing Solution

666/12, ANNA ALUMINIUM BUILDING
KIZHAKKAMBALAM, ALUVA, ERNAKULAM - 683562
0484 2680701 info@scoobeedaygarments.com