

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 "e-Voting" 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

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.scoobedaygarments.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.scoobedaygarments.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 cdsl 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 cdsl 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.nsdl.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

- 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.

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

	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@scoobedaygarments.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@scoobedaygarments.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 and 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	All factors considered	All factors considered	All factors considered

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