

NOTICE

Notice is hereby given that the 29th Annual General Meeting (AGM) of the members of Scoobee Day Garments (India) Limited (the company) (formerly known as Victory Paper and Boards (India) Limited) will be held on Thursday, 28th September 2023 at 11.00 a.m (IST) through 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, 2023

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

Item No.2 Re-appointment of Mr. Jeff Jacob (DIN: 08652962), who retires by rotation

To appoint a Director in place of Mr. Jeff Jacob (DIN: 08652962), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

Item No. 3 To approve the sale and exchange of land at Palakkad.

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 applicable provisions of the Companies Act, 2013 and/or Rules made there under, the consent of the Members is be and is hereby accorded

for sale of the company's property bearing Re Sy. No. 156/1 situated at Palakkad district, Kerala, having an area of 2 Acre 86.75 cents (1.1604 hectare) to M/s Oasis Commercial Private Limited in exchange/ purchase of land having an extent of 1 Acre 93.60 cents (0.7835 hectare) of land compressed in Resurvey no 156/7 in block No 40 of Elappully 2, Village, Palakkad Taluk, Palakkad District and an amount of Rs. 48,74,750/- (Rupees Forty Eight Lakh Seventy Four Thousand and Seven Fifty only) as balance consideration for equalization of the value of the properties and as per specifically indicated in terms of agreement proposed to be entered into by the company as per draft laid on the table initialed by the chairman for the purpose of identification, with **M/s Oasis Commercial Private Ltd.**

"RESOLVED THAT Mr. Dony Dominic, (DIN: 03588411) Director of the Company be and is hereby authorized to negotiate, settle the terms and conditions and the most advantageous price for sale of the company's property bearing Re Sy. No. 156/1 situated at Palakkad district, Kerala, having an area of 2 Acre 86.75 cents(1.1064 hectare) and to sign and execute the requisite Agreement for sale, sale deed and such other documents as may be found necessary, modify or amend the documents so executed where necessary and present the documents so signed by him on behalf of the Company for registration before the Registrar or sub Registrar of Assurances and admit execution of the documents and do all such other acts, deeds and things as are incidental or consequential thereto.

“RESOLVED FURTHER THAT Mr. Dony Dominic, (DIN: 03588411) Director of the Company be and is hereby authorized to represent the Company before the Seller and take all effective steps including negotiating with the Seller and finalizing the deal, and do all such acts, things and deeds as may be necessary and incidental thereto to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Dony Dominic, (DIN: 03588411) Director of the Company be and is hereby authorized to engage Advocate and incur necessary expenses in connection with the sale of the property mentioned above.

RESOLVED FURTHER THAT a certified true copy of the resolution is furnished to the concerned persons as and when required and to such other person/s as are entitled to receive from time to time in this behalf and to give effect the resolution from now in full force and effect.”

Item No.4 To approve transactions under Section 185 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s)

/ bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 100,00,00,000/- (Rupees Hundred Crores only). “

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit “

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

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

Place: Kizhakkambalam
Dated : 31.08.2023

NOTES

1. In compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 10/2022 dated December 28, 2022 issued

by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 29th Annual General Meeting (“AGM”) of the Company is being held through VC / OAVM without the physical presence of Members at a common venue. The deemed venue for the 29th AGM will be the Registered Office of the Company – Scoobee Day Garments (India) Limited, 666/12, Anna Aluminium Building, Kizhakkamabalam, Aluva, Ernakulam, Kerala - 683 562

2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020, the Special Business as appearing in Item No. 3 & 4 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.

3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 3 & 4 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), in respect of Directors seeking appointment/reappointment at this Annual General Meeting is annexed.

4. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, proxy form, attendance slip and route map are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC / OAVM, participate thereat, and cast their votes through e-voting.

5. 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

6. The Members may join the AGM in the VC / OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

8. 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 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA. For the physical copy of Annual Report, the Members may send requests to email-id: info@scoobeedaygarments.com. The Notice of 29th Annual General Meeting and Annual Report for FY 2022-23 is also available on the Company’s website - www.scoobeedaygarments.com, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.

9. In the case of joint holders, the Member whose name appears as the first holder in the

order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting

10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 21st September, 2023 to Thursday, 28th September, 2023 (both dates inclusive) to convene the 29th Annual General Meeting of the company for the year March 31, 2023.

11. 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 dematerialised 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 dematerialisation, Members are advised to dematerialise 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.

12. 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.

13. 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.

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

15. 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 provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the General Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ('AGM') by electronic means (by using the

electronic voting system provided by CDSL) either by: (i) remote e-Voting prior to the AGM or (ii) e-Voting during the AGM.

2. The remote e-Voting period (for e-Voting prior to the AGM) commences on **Monday, 25th September, 2023 at 9.00 am (IST) and ends on Wednesday, 27th September, 2023 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 21st September, 2023** 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 21st September, 2023. 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.

3. 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.

4. 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.

5. 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.

Individual Shareholders holding securities in demat mode with **NSDL Depository**

- 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 provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

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.

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

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

Login type	Helpdesk details
Individual Members holding securities in Dematmode 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 Members holding securities in Dematmode 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 toll free no.: 1800 1020 990 and 1800 22 44 30

v) Login method for E-voting and joining virtual meeting for Physical Members and Members other than individual holding in the 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) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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 the Company opts for E-voting through the 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 Members 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 Scoobee Day Garments (India) Limited 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 and enter the details as prompted by the system.

xvi) Additional Facility for Non - Individual Members and Custodians -For Remote Voting only.

- Non-Individual Members (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 of the entity and signature of its authorized person 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- 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 Members are required 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 and to the Company at the email address viz; info@scoobeedaygarments.com if they have

voted from individual tab and not uploaded same in the remote CDSL E-voting system for the scrutinizer to verify the same.

25. Instructions for attending the AGM through VC/OAVM and E-voting during the AGM are as under:

1. The procedure for attending meeting and E-voting on the day of the AGM is same as the instructions mentioned above for the Remote E-voting.

2. The link for VC/OAVM to attend the AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for the Remote E-voting.

3. Members who have voted through the remote E-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. Members are encouraged to join the Meeting through Computer/Laptops/Tablet/ iPads for better experience.

5. Further Members 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/ Computers 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 the glitches.

7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to the AGM mentioning their name, demat account number/folio number, email id, mobile

number at info@scoobeedaygarments.com The Members 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 Members, who are present in the AGM 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 AGM.

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

26. 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

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.

27. The EVSN generated for e-voting is 230831015.

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

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

Date: 31.08.2023

Place: Kizhakkambalam



Annexure to the AGM Notice

DETAILS OF DIRECTOR SEEKING RE APPOINTMENT AT THE 29th Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of Director	Mr. jeff Jacob
DIN	08652962
Date of Birth	25.06.1999
Nationality	Indian
Date of appointment	14.08.2020
Qualification	Graduate
Experience & Expertise	3 Years' experience in the field of Business expansion plans and Material management.
Shareholding in Scoobee day Garments (India) Limited	0
List of directorship on other Boards	Scoobee Day Garments (India) Limited Anna Aluminium Private Limited Anna Renewable Energy Private Limited Meckamkunnel Energy Private Limited Jacs Metals Private Limited
Number of Board Meetings attended during the year(FY 2022-23)	5
List of Membership / Chairmanship of Committees on other Boards	NA
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

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

Sd/-

KLV Narayanan
Managing Director
DIN: 01273573

Place: Kizhakkambalam
Date : 31.08.2023

**EXPLANATORY STATEMENT
(Pursuant To Sec. 102 of the Companies
Act, 2013)**

Item No.3.

To approve the sale and exchange of land at Palakkad

The company has a Land located at Palakkad, Kerala has an extent of 2 Acre 86.75 cents (1.1604 hectare) of land compressed in Resurvey no 156/1 remains unused as the land is separated by land owned by another company. That the other company owns 1 Acre 93.60 cents (0.7835 hectare) of land compressed in Resurvey no 156/7 combined with our land. In this regard on August 5, 2023 company has been executed a sale and exchange agreement with the other company.

Pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and/or Rules made there under, the Board of Directors recommends and proposes to sale and

exchanges the company's property bearing Re Sy. No. 156/1 situated at Palakkad district, Kerala, having an area of 2 Acre 86.75 cents (1.1604 hectare) to M/s Oasis Commercial Private Limited in exchange/ purchase of land having an extent of 1 Acre 93.60 cents (0.7835 hectare) of land compressed in Resurvey no 156/7 in block No 40 of Elappully 2, Village, Palakkad Taluk, Palakkad District and an amount of Rs. 48,74,750/- (Rupees Fourty Eight Lakh Seventy Four Thousand and Seven Fifty only) as balance consideration for equalization of the value of the properties and as per specifically indicated in terms of agreement proposed to be entered into by the company with M/s Oasis Commercial Private Ltd.

This sale and exchange in pursuance of future business expansions and take the advantage of unused land. Such sale or disposal of unit does not have any impact on the business of the Company.

Sl No.	Item Disclosed	Details
	Sale of Land	Block No.40 of the Elappully II Village in the city of Palakkad, Kerala to an extent of 2 Acre 86.75 cents (1.1604 hectare) of land compressed in Resurvey no 156/1
	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year i.e. 31st March, 2023	Nil
	Date on which the agreement for sale has been entered into	5 th August, 2023
	The expected date of completion of sale/disposal	30 th September 2023
	Consideration received from such sale/disposal	Rs. 48,74,750/- (Rupees Fourty Eight Lakh Seventy Four Thousand and Seven Fifty only) as balance consideration for equalization of the value of the

		properties and as per specifically indicated in terms of agreement proposed to be entered into by the company
	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	M/s Oasis Commercial Private Ltd U51909HR2006PTC095135 The buyer is not related to Promoter/ Promoter Group/ Promoter Group Companies
	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	The transaction is not a related party transaction
	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Not Applicable
	Additionally, in case of a slump sale, indicative disclosures provide for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable

Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, the Directors recommend the resolution set out in item no.3 for approval.

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

The Directors, therefore, recommend the Special Resolution as set out in the accompanying Notice for approval by the Members.

Item No.4.

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any

security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed

assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 3 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommends the resolution set forth in Item no. 3 of the notice for your approval as a Special Resolution. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors, therefore, recommends the resolutions for your approval.

For Scoobee Day Garments (India) Limited
(Formerly known as Victory Paper and Boards (India) Limited)

Sd/-

K L V Narayanan
Managing Director
DIN: 01273573

Place: Kizhakkamabalam

Date: 31.08.2023

