

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of **SCOOBEE DAY GARMENTS (INDIA) LIMITED** (Formerly known as Victory Paper and Boards (India) Limited) will be held on Thursday, 29th September, 2022 at 11:00 AM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:.

Ordinary Business

1. To receive, consider and adopt the audited Financial Statements as on 31st March, 2022 including the Audited Balance Sheet as on 31st March, 2022, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dony Dominic (DIN: 03588411), Director, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for reappointment.

Special Business

3. To re-appoint of Shri. K L V Narayanan (DIN: 01273573) as Managing Director

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency, if any required, and based on the recommendation of Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to re-appoint Shri. K L V Narayanan (DIN: 01273573) as Managing Director of the Company for a period of 5 Years with effect from 30th November 2022 upon the terms and conditions including remuneration payable to him as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Shri. K L V Narayanan (DIN: 01273573)."

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Shri. K L V Narayanan (DIN: 01273573) in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

4. To appoint Shri. Augustine Antony (DIN: 09710570) as an Independent Director

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 sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], approval and recommendation of the nomination and remuneration committee, and that of the Board, Shri. Augustine Antony (DIN: 09710570), who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of five consecutive years commencing from October 01, 2022, to September 30, 2027.”

5. To appoint Smt. Elsamma Titus (DIN: 09712874) as Women Independent Director.

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 sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], approval and recommendation of the nomination and remuneration committee, and that of the Board, Smt. Elsamma Titus (DIN: 09712874), who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of five consecutive years commencing from September 29 2022, to September 28, 2027.”

6. Approval of Related Party Transactions

To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary 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, as amended till date, pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party transaction(s), and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with the following related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for such transactions and on such terms and conditions as Board may deem fit as set out below:

Sl. No.	Name of the related party	Relationship	Type, material terms, nature and particulars of the proposed transaction	Tenure of the proposed transaction/ Duration of the contracts/ arrangements/ transactions	Value of the proposed transaction (In Rs.)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Justification as to why the RPT is in the interest of the listed entity	A copy of the valuation or other external party report, if any such report has been relied upon
1.	Anna Renewable Energy Private Limited	The director of the Company, Mr. Jeff Jacob and Promoter Mr. Bobby M Jacob are the promoter shareholder and directors of Anna Renewable Energy Private Limited	Leasing of Land	10 Years	Rs.3,50,000/- per year	0.13% *	As mentioned in the explanatory statement.	Not applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, and matters, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents including contracts, agreements and such other documents and deal with any other matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regards and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Member shall be deemed to have given their

approval thereto expressly by the authority of this resolution.”

**calculated based on the value of yearly transaction value.*

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 : 29.08.2022

NOTES

- 1 The 28th AGM of the Company is being conducted through VC / OAVM Facility, in compliance with General Circular No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and the provisions of the Act which does not require physical presence of Members at a common venue. The deemed venue for the 28th AGM shall be the Registered Office of the Company. The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means i.e., remote e-voting and voting at the AGM.
- 2 In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.
- 3 Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4 Corporate Members intending to authorize their representative(s) to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified True Copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf to the scrutinizer by email to caesarpintojohn@gmail.com. The authorized representative(s) shall enjoy all the rights of a Member for the purpose of voting through remote E-voting or for participation and voting in the meeting held through VC /OAVM.
- 5 A person can be an authorized representative of more than one Body Corporate. In such a case, he is treated as more than one Member present in person for the purpose of the quorum.
- 6 In compliance with the aforesaid MCA Circular dated May 05, 2022 and SEBI circular dated May 13, 2022, the Notice of the AGM along with the Annual Report 2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice

and Annual Report 2022 will also be available on the Company's website www.scoobeedaygarments.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL www.evotingindia.com.

- 7 Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 28th AGM and the Annual Report for the year ended 31st March, 2022, the Audited Financial Statements for the Financial Year 2021-2022, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 28th AGM and the Annual Report for the Financial Year 2021-2022 and all other communication sent by the Company, from time to time, can get their email address registered as detailed in Point No 24.
- 8 The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 9 Information pursuant to regulation 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect of the Directors seeking re-appointment, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
- 10 In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 11 Since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.
- 12 Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrar and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the records of the Registrar and Transfer Agents which will help the Company and its Registrar and Transfer Agents to provide efficient and better service to the Members.
- 13 In accordance with the amendments to Regulation 40 of the Listing Regulations, Securities and Exchange Board of India (SEBI), decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited or Central Depository Services (India) Limited). Members holding shares in Physical Form are requested to consider converting their holding to dematerialized Form in order to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agent (RTA) in this regard. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
- 14 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 the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in Physical Form can submit their PAN details to the Company.
- 15 The facility for joining the meeting shall be opened at least 15 minutes before the

time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

- 16 The Company will be publishing a Public Notice by way of advertisement in Business Standard/Business Line and Mangalam with the suitable details of the ensuing Annual General Meeting.
- 17 The Company has engaged the service of Central Depository Services (India) Limited, for assisting the Members for casting of votes by remote E-voting as well as the E-voting system on the date of the AGM and VC facility shall also be provided by CDSL.
- 18 The facility of participation at the AGM through VC/ OAVM will be made available to maximum 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- 19 CS. Nikhil George Pinto, Partner, M/s. Caesar Pinto John & Associates LLP, Company Secretaries, Kochi, has been appointed as the Scrutinizer to scrutinize the remote E-voting process and casting vote through the E-voting system during the meeting in a fair and transparent manner.
- 20 During the 28th AGM, the Chairman shall, after response to the questions raised by the Members in advance or during the course of the 28th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 28th AGM and announce the start of the casting of vote through the E-voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have casted their votes, the E-voting will be closed with the formal announcement of closure of the 28th AGM.
- 21 The Scrutinizer shall after the conclusion of E-voting at the 28th AGM, first download the votes casted at the AGM and thereafter unblock the votes casted through remote E-voting and shall make a consolidated scrutinizer's report of the total votes casted 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 28th AGM, who shall then countersign and declare the result of the voting forthwith.
- 22 The voting results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.scoobedaygarments.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of the voting results by the Chairman of the Meeting or a person authorized by him. The voting results shall also be immediately forwarded to BSE Limited.
- 23 Process for those Members whose email addresses are not registered with the depositories for obtaining login credentials for E-voting for the resolutions proposed in this notice:

Members whose email addresses are not registered with the depositories can register the same for obtaining login credentials for E-voting for the resolutions proposed in this Notice in the following manner:

- a) For Members holding shares in physical mode- 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

info@scoobeedaygarments.com.

b) For Members holding shares in demat mode-Please update your email id and mobile no. with your respective Depository Participant (DP).

c) For Individuals holding shares in demat mode – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while E-voting and joining virtual meetings through the Depository.

24 Instructions for Members for Remote E-voting and joining meeting through VC/OAVM are as under:

The remote e-voting period begins on **Monday, September 26, 2022 at 09:00 a.m (IST)** and ends on **Wednesday September 28, 2022 at 05:00 p.m.** The **cut-off date** for deciding the eligibility to vote is on **September 22, 2022**. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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.</p> <p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p>

<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 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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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>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 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 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 Members 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 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

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 220830051

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

Date : 29.08.2022

Place : Kizhakkambalam

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

Annexure to the AGM Notice

At the ensuing Annual General Meeting, Shri. Dony Dominic (DIN 03588411) retires by rotation and seeks reappointment. The information about the director as required to be provided pursuant to the Listing Agreement read with SEBI (LODR) Regulations, 2015 are furnished hereunder

Name of Director	Dony Dominic (DIN: 03588411)
Date of Birth	24/02/1969
Nationality	Indian
Date of appointment on the Board	30/10/2017
Qualification	Chartered Accountant
Expertise in specific functional area	A qualified chartered Accountant having more than 20 years of experience in the finance and taxation.
No. of equity shares held in the Company	0
List of the directorships held in other companies	Kitex Limited Anna Aluminium Products (INDIA) Limited Anna Power Projects Private Limited
Number of Board Meetings attended during the year	6
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	NA
Relationships between Directors inter-se	
*Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee, nomination and remuneration Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).	

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

Date : 29.08.2022

Place : Kizhakkambalam

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

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

Item No. 3

Re-appointment of Shri. KLV Narayanan as Managing Director

Shri. K L V Narayanan (DIN: 01273573), was appointed as Managing Director on the Board of the Company pursuant to the provisions of Section 196 of the Companies Act, 2013, Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors in its meeting held on 12.08.2022, based on the performance evaluation of Managing Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Shri. K L V Narayanan (DIN: 01273573) would be beneficial to the Company and it is desirable to continue to avail his services as Managing Director for another term of 5 years.

Accordingly, the Board of Directors recommends the re-appointment of Shri. K L V Narayanan (DIN: 01273573) as Managing Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company upon such terms and conditions as detailed below:

1. Period of Agreement: November 30, 2022 to November 29, 2027

2. Remuneration: effective from November 30, 2022

a. **Salary** -14, 57,000/- per annum

b. **Commission** : NIL

c. **Perquisites/Allowances:** NIL

d. Sitting fee and any other re-imbursement of expenses incurred in relation to the company shall be exclusive of the aforesaid limits.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Shri. K L V Narayanan.

Brief profile of the director is enclosed and detailed profile is available at the website at www.scoobeedaygarments.com Shri. K L V Narayanan (DIN: 01273573) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director.

The Board recommends the Special Resolution as set out in the Item No. 3 of the accompanying Notice for the approval by the Members of the Company.

Shri. K L V Narayanan (DIN: 01273573) is interested in the resolution set out respectively at Item No. 3 of the Notice with regard to his re- appointment. The relatives of him may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Shri. K L V Narayanan is not related to any other Director, Key Managerial Personnel or to the Company, except to the extent of shareholding, if any, held by him.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Annexure to Item no. 3 of the Notice

Details of Director seeking appointment at the forthcoming Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of Director	K L V Narayanan
Date of Birth	02.04.1957
Nationality	Indian
Date of appointment on the Board	04/07/2016
Qualification	Graduate
Expertise in specific functional area	He has more than 30 years of experience in the field of finance, procurement, material management and compliance management.
No. of equity shares held in the Company	Nil
List of the directorships held in other companies	Kitex Childrenswear Limited Kitex Garments Limited Kitex Apparels Limited
Number of Board Meetings attended during the year	6
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairman- 2 Member -1
Relationships between Directors inter-se	Nil
*Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee, nomination and remuneration Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).	

Item No. 4:

Appointment of Shri. Augustine Antony (DIN: 09710570) as Independent Director of the Company.

The Board of Directors based on recommendations of the Nomination and Remuneration Committee (NRC) recommends and proposes to appoint Shri. Augustine Antony (DIN: 09710570) as an Independent Director pursuant to Sections 149, 150 and 152 read with other relevant

provisions of the Companies Act, 2013 (the 'Act'), for a period of five consecutive years effective from October 01, 2022, to September 30, 2027.

The Company has received from Shri. Augustine Antony (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Director) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Subsection(2) of Section 164 of the Companies Act 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence. He is also registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA).

Shri. Augustine Antony is having a Diploma in Electrical Engineering and has an experience of 22 years in various Manufacturing Industries. The Board believes his support and advice to the company can help the company ease in its growing phase.

At the time of recommendation, the NRC evaluated the balance of skills, knowledge and experience on the Board, and on the basis of such evaluation, prepared a description of the role and capabilities required of the Independent Director. His role as an independent director requires skills, competence and expertise on industry, technology, business development, governance and allied disciplines in the context of automotive business.

In the opinion of Board, Shri. Augustine Antony (DIN: 09710570) fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and he is independent of management of the Company. Other information relating to his appointment in accordance with Secretarial Standard – SS-2 and Regulation 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company during the business hours up to the date of AGM and also on the investor section of website of the Company at <http://www.scoobedaygarments.com/investors.php>.

His appointment will also be governed by the policy of the Company applicable to the Board of Directors.

Since the aforesaid sections require approval of the Shareholders of the Company by way of passing a Special Resolution, the Directors recommend the resolution set out in item no. 4 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, except to the extent of their shareholding, if any, in the Company

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

Item No.5

Appointment of Smt. Elsamma Titus (DIN: 09712874) as Independent Director of the Company

Smt. Elsamma Titus is a Human Resource Management Professional with over 15 years of HR generalist experience, including three years managing a fast-paced HR function.

The Board of Directors based on recommendations of the Nomination and Remuneration Committee (NRC) recommends and proposes to appoint Smt. Elsamma Titus (DIN: 09712874) as an Independent Director pursuant to Sections 149, 150 and 152 read with other relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Regulations) 2015, for a period of five consecutive years effective from September 29, 2022 up to the conclusion of 33rd Annual General Meeting or September 28, 2027, whichever is earlier.

At the time of recommendation, the Nomination and Remuneration Committee evaluated the balance of skills, knowledge and experience on the Board, and on the basis of such evaluation, prepared a description of the role and capabilities required of the Independent Director. Her role as an independent director requires skills, competence and expertise in industry, technology, business development, governance and allied disciplines in the context of automotive business.

The Company has received from Smt. Elsamma Titus (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Director) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that she is not disqualified under Subsection(2) of Section 164 of the Companies Act 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that she fulfills the criteria of independence. She is also registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA).

In the opinion of Board, Smt. Elsamma Titus (DIN: 09712874) fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and she is independent of management of the Company. Other information relating to his appointment in accordance with Secretarial Standard – SS-2 and Regulation 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company during business hours up to the date of AGM and also on the investor section of website of the Company at <http://www.scoobedaygarments.com>.

Her appointment will also be governed by the policy of the Company applicable to the Board of Directors.

Since the aforesaid sections require approval of the Shareholders of the Company by way of passing a Special Resolution, the Directors recommend the resolution set out in item no. 5 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, except to the extent of their shareholding, if any, in the Company

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

Annexure to Item No. 5 of the Notice

Details of Director seeking appointment at the ensuing Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing and Disclosure Requirements Regulations, 2015 and Secretarial Standard 2 on General Meeting]:

Name of the Director	Elsamma Titus
Date of Birth	14.04.1965
Address	Apartment No 107, Sri Tirumala Symphony, Hosa Road, Near Nice Road, Begur Hobli, Bangalore South, Karnataka- 560100
Qualification	Master of Social Work (1986-1988), Loyola College of Social Sciences, Specializing in PM & IR Kerala University, Trivandrum Bachelor of Science (1983-1986), Vimala College, Calicut University, Trichur Post Graduate Diploma in Public Relations & Journalism (1992), School of Communication and Management Studies, Cochin. Professional Training- Certified Human Resource Management Professional (C.H.R.M.P)
Expertise and Skills	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, multi-tasking and communications.
No of Equity Shares held in the Company	Nil
List of Directorship held in other Companies	Nil
Number of Board Meetings attended during the	NA

year	
Chairman/Member in the Committees of Boards of Companies in which she is a Director*	Nil
Relationship between Directors inter-se	Nil
*Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee, nomination and remuneration Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).	

Item No. 6

Approval for Related Party Transaction

The company at its 27th Annual General Meeting vide Special resolution altered the Object clause of the company with the intention of generating additional income and M/s. Anna Renewable Energy Private Limited has approached the company for letting a portion of the empty land of the company located at Palakkad for implementing Solar Power generation project. Your Board finds this as a viable business considering the possibility of generating a lease rent calculated at arm's length price as an additional income source for the company.

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The proviso to Section 188 also states that nothing in Section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the proposed transactions put up for approval are in ordinary course of business. However, considering the fact that the value of contracts/ arrangements/ transactions with the below mentioned related party may be material as defined under Listing Regulations and it is proposed to seek the approval of members for the aforesaid arrangements/ contracts/ transactions.

The approval of members is accordingly being sought by way of an Ordinary Resolution under Section 188 of the Act read with the Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and provisions of listing regulations.

The following disclosure(s) for any transaction with the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014

(i)	Name of the related party	Anna Renewable Energy Private Limited
(ii)	Nature of relationship	The director of the Company Mr. Jeff Jacob is also a director of Anna Renewable Energy Private Limited and he is a promoter shareholder of Anna Renewable Energy Private Limited.
(iii)	Nature, duration of the contract and particulars of the contract or arrangement	Leasing of Land for 10 Years
(iv)	Material terms, monetary value and particulars of the contract or arrangement;	Leasing of land upto 8 Acres, for Solar power project at a lease rent of Rs. 3,50,000/- per year estimated based on the present prevailing market rate.
(v)	Any advance paid or received for the	NIL

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

The Board of Directors of the Company believes that the afore-mentioned transactions are in the best interest of the Company and its members.

Mr. Bobby M Jacob, Promoter and Mr. Jeff Jacob Director of the Company hold 100% shares of M/s. Anna Renewable Energy Private Limited. Therefore, they are concerned or interested in the ordinary resolution as set out in item no. 6 above.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

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

No other Directors/ Key Managerial Personnel or their relatives are concerned or interested, other than the aforesaid persons, in the resolutions set out at item no. 6 of the notice.

Registered Office:

CIN: L27100KL1994PLC008083

666/12, Anna Aluminium Building,

Kizhakkambalam, Aluva, Ernakulam,

Kerala, India – 683 562. Tel. No. 0484 2680 701

Email: info@scoobeedygarmments.com web: www.scoobeedygarmments.com

For Scoobee Day Garments (India) Limited

Formerly known as Victory Paper and Boards (India) Limited

Place: Kizhakkamabalam

Date: 29.08.2022

Sd/-

K L V Narayanan

Managing Director

DIN: 01273573