



SCOOBEE DAY GARMENTS (INDIA) LIMITED

## I. AUDIT COMMITTEE

Our company has formed an Audit Committee, vide Board Resolution dated 04<sup>th</sup> Day of November, 2021 in pursuant to Section 177 and 179 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and pursuant to Regulation 18 of Securities And Exchange Board of India (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force). Audit Committee of the company has been reconstituted and comprises of the following directors as its members from 13.10.2022:

Sl No.	Name	Position in the Committee	Designation
1	Augustine Antony	Chairperson	Non-Executive Independent Director
2	Elsamma Mathew Titus	Member	Non-Executive Independent Director
3	Dony Dominic	Member	Non-Executive Non- Independent Director

### A. Tenure of the Committee:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

### B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the committee meeting shall be either two members or one third of the members of the committee, whichever is greater, with at least two Independent Directors. The Audit Committee at its discretion shall invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee, provided that occasionally the audit committee, may meet without the presence of any executives of the Company.

### **C. Power of the Committee:**

The Audit Committee shall have powers, including the following:

- a) To investigate any activity within its terms of reference;
- b) To seek information from any employee;
- c) To retain external legal, accounting or other professional advisors as the Committee deems necessary or appropriate to carry out its duties.
- d) To institute special investigations into any matter proved in this charter or referred to it by the Board, with full access to the internal auditors, Chairperson of the Board, management and the Independent Auditor, as well all books, records, facilities and personnel of the company.
- e) To secure attendance of the auditors, internal auditor, and the head of finance and of outsiders with relevant expertise.

### **D. Role and Responsibilities of the Committee:**

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:

- a) Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommendation for the appointment, remuneration and terms of appointment of the auditors of the Company;
- c) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- d) Approval or any subsequent modification of transactions of the company with Related Parties;
- e) Scrutiny of inter-corporate loans and investments;
- f) Valuation of undertakings or assets of the Company, wherever it is necessary;
- g) Evaluation of internal financial controls and risk management systems;
- h) Discussing with internal auditors on any significant findings and follow up thereon;
- i) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- j) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- k) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- l) Approving the appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

m) Carrying out any other function as is mentioned in the terms of reference of the audit committee; and

Further the Audit Committee shall also review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by audit committee), submitted by management.
- c) Management letters, letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by audit committee.
- f) Statement of deviations:
  - 1) Quarterly statement of deviations including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - 2) Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- g) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a). Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
  - b). Changes, if any, in accounting policies and practices and reasons for the same;
  - c). Major accounting entries involving estimates based on the exercise of judgment by management;
  - d). Significant adjustments made in the financial statements arising out of audit findings;
  - e). Compliance with listing and other legal requirements relating to financial statements;
  - f). Disclosure of any related party transactions; and
  - g). modified opinions in the draft audit report.
- n) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- o) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- p) Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- q) Reviewing the functioning of the whistle blower mechanism;
- r) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding Rs.100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- s) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- t) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

## **II. NOMINATION AND REMUNERATION COMMITTEE**

Our company has formed the Nomination and Remuneration Committee vide Board Resolution dated 04<sup>th</sup> Day of November, 2021 in pursuant to Section 178 and 179 of Companies Act, 2013 read and Regulation 19 of Securities And Exchange Board of India (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force). The Nomination and Remuneration Committee of the company has been reconstituted and comprises of the following directors as its members from 13.10.2022:

<b>Sl No.</b>	<b>Name</b>	<b>Position in the Committee</b>	<b>Designation</b>
1	Augustine Antony	Chairperson	Non- Executive Independent Director
2	Elsamma Mathew Titus	Member	Non- Executive Independent Director
3	Dony Dominic	Member	Non- Executive Non-Independent Director

### **1. Purpose**

Purpose of the Committee is to assist the Board of Directors in the discharge of the responsibilities relating to nomination of any Board and Committee member and Remuneration of the Company's Directors, Senior Management, Key Managerial Personnel and other such employees.

### **2. Roles and Responsibilities**

Role of Committee shall, inter-alia, include the following:

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the board of directors a policy relating to, remuneration of the directors, key managerial personnel and other employees;
- (ii) Formulation of criteria for evaluation of performance of independent directors and the board of directors;

- (iii) Devising a policy on diversity of board of directors;
- (iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- (v) Whether to extend or continue the terms of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
- (vi) Recommend to the board, all remuneration, in whatever form, payable to senior management.

### **3. Meetings and Quorum**

The committee shall meet at least once in a year. The quorum for the meeting of the committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

### **III. STAKEHOLDERS RELATIONSHIP COMMITTEE**

Our company has formed the Stakeholders Relationship Committee vide Board Resolution dated 04th Day of November, 2021 in pursuant to Section 178 and 179 of Companies Act, 2013 read and Regulation 20 of Securities And Exchange Board of India (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force). The Stakeholders Relationship Committee of the company has been reconstituted and comprises of the following directors as its members from 13.10.2022:

<b>Sl No.</b>	<b>Name</b>	<b>Position in the Committee</b>	<b>Designation</b>
1	Dony Dominic	Chairperson	Non- Executive Non Independent Director
2	Elsamma Mathew Titus	Member	Non- Executive Independent Director
3	Augustine Antony	Member	Non- Executive Independent Director

#### **1. Purpose.**

The purpose of the Committee is shall be to assist the Board and the Company to oversee the various aspects of interests of Stakeholders of the Company wherein the term "Stakeholder" includes shareholders, debenture holders and other security holders.

#### **2. Roles and Responsibilities**

Role of committee shall inter alia, include the following:

1. Resolving the grievance of the security holders of the listed entity including complaints related to transfer/transmission of shares, non- receipt of Annual Report, Non- receipt of declared dividends, issue of new/duplicate certificates, General Meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer gent; and
4. Review of the various measures and initiatives taken by the listed entity fr reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

#### **IV. CORPORATE SOCIAL RESPONSIBILTY COMMITTEE**

Our company has formed the Corporate Social Responsibility Committee vide Board Resolution dated 11<sup>th</sup> Day of August, 2023 in pursuant to Section 135 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force). The Corporate Social Responsibility Committee of the company has constituted and comprises of the following directors as its members from 11.08.2023:

<b>Sl No.</b>	<b>Name</b>	<b>Position in the Committee</b>	<b>Designation</b>
1	K L V Narayanan	Chairperson	Executive Director
2	Dony Dominic	Member	Non- Executive Non Independent Director
3	Satheesh Kumar Gopa Kumar	Member	Non- Executive Independent Director

#### **The committee was entrusted the following tasks.**

(a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy (CSR Policy) which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the act.

(b) Monitor the Corporate Social Responsibility Policy of the company from time to time.

(c) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) above.

(d) Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the company.

#### **8. Areas of activities to be undertaken.**

The activities will be executed directly or through registered and accredited trust, section 8 Company, society or NGO or in collaboration with other companies.

**The Company shall be undertaking activities in the following areas.**

**8.1 Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water**

- Participating in the mid-day meal programs, providing financial assistance to orphanages, old age homes, child welfare organizations etc. for purchase of cereals, grocery, pulses etc. for providing nutritional food to the children and inmates.
- Promoting camps against use of alcohol, smoking, drug abuse etc.
- To associate with schools, self-help groups, old age homes in setting up sanitation facilities and safe drinking water.
- To assist in installation of water purifiers, pumps and digging / renovation of wells in villages, townships, rural areas etc.
- To provide all assistance to poor people to prevent diseases.
- Any other projects related to the above.

**8.2 Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects**

- To provide Education Kit comprising study material, uniforms etc. to the poor students
- Adoption of Schools and / or providing financial assistance to set up various infrastructure facilities.
- To provide financial assistance to promote vocation skills among children, women, elderly and differently abled people.
- To extend support /educational assistance to children from financially backward families and underprivileged community as part of the company's social responsibility.
- To provide cash awards to students studying in School / Colleges and has secured high academic / professional records.
- Any other projects related to the above.

**8.3 Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups**

- Activities to prevent discrimination of girl child and promote girl education and employment.
- Activities for women empowerment and health care of pregnant women.
- Support old age homes.
- Support orphanages.
- Any other project related to the above.

**8.4 Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water**

- In Association with various local authorities, as part of promotion of green environment, conduct awareness programs / distribute reusable recyclable carry Bags to various households.
- To provide all support for encouraging organic farming
- Any other projects related to the above.

**8.5 Protection of national heritage, art and culture including restoration of building and sites of historical importance and works of art and setting up of public libraries**

- To provide financial assistance to local museums, heritage centers for upholding the heritage value.
- To set up public libraries in association with local authorities in rural areas.
- Any other projects related to the above.

**8.6 Measures for the benefit of armed forces veterans, war widows and their dependents**

- Any project related to the above.

**8.7 Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports**

- To provide financial assistance to centers engaged in promoting sports / providing training to promote rural sports, nationally recognized sports and Olympic sports.
- Any other projects connected related to the above

**8.8 Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Schedules Castes, the Scheduled Tribes, other backward classes, minorities and women**

- Any activity related to the above.

**8.9 Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government.**

- To provide financial assistance to labs & R & D centers situated at institutions of national excellence and other academic institutions which are approved by the Central Government.
- Any other activity related to the above

**8.10 Rural Development projects**

- To carry out or provide financial assistance to various rural development projects in association with local bodies.



- Any other project related to the above.

#### **9. Activities not to be counted as CSR by the Company.**

- Any amount of expenditure on an item not in conformity or not in line with activities mentioned in the sub-clauses 8.1 to 8.10 of clause 8 above.
- Amount spent on projects or programs or activities that benefit only the employees of the Company and their families.
- Contribution of any amount to a political party.

#### **10. Audit of CSR Expenditure**

The CSR expenditure will be audited on quarterly basis by the Internal Audit department of the company to confirm that the spent are for the CSR projects/ programs or activities approved by the Board of Directors of the company and are in conformity with the act, and the rules thereof.

#### **11. CSR Monitoring and Reporting mechanism**

The CSR Committee shall monitor the amount of expenditure as approved by the Board of Company on a quarterly basis and make report to the Board of Directors on half yearly basis. Apart from the above, the Directors' Report of the Company shall include an annual report on CSR containing the particulars in the prescribed format.

#### **12. Display of the CSR Policy in the website of the Company**

This policy approved by the Board of Directors of the Company in their meeting held on 11.08.2023 has been placed in the website of the Company.

#### **13. Validity and authority for modification/ amendments**

This CSR Policy approved by the Board of the Company is effective from 11.08.2023 and will be in force till such time it is modified or amended by the Board of Directors on recommendation of the CSR Committee.