SCOOBEE DAY GARMENTS (INDIA) LIMITED

**SCOOBEE DAY GARMENTS (INDIA) LIMITED**
Reg. Office: - 666/12, Anna Aluminium Building Kizhakkambalam
Aluva, Ernakulam, Kerala 683562
E-mail ID: info@ scoobeedaygarments.com,
Contact No.: 04842680701,
Website: www.scoobeedaygarments.com
CIN: L27100KL1994PLC008083

# NOTICE
## 32$^{nd}$ Annual General Meeting

NOTICE is hereby given that the 32nd Annual General Meeting (**AGM**) of the members of Scoobee Day Garments (India) Limited (the company) will be held on **Tuesday, 29th September 2026 at 12.00** p.m (IST) through two way video conferencing ("VC") / other audio visual means ("OAVM") **to transact the following business:**

The proceedings of the 32nd Annual Gehneral Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala - 683562 which shall be the deemed venue of the AGM.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Reports of the Board of Directors and the Auditors thereon.

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

**SPECIAL BUSINESS**

**3. Approval for Continuation of Mr. K L V Narayanan as Managing Director upon attaining the age of 70 years during his current term of office.**

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

"RESOLVED THAT pursuant to the provisions of Section 196(3)(a), Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such other approvals as may be required, the consent of the Members of the Company be and is hereby accorded for the continuation of Mr. K L V Narayanan, who was appointed as the Managing Director of the Company for a period of five (5) years with effect from 30th November, 2022 and who attained the age of 69 years on 2 April2026 and will attain the age of 70 years as the Managing Director of the Company before the expiry of his present term of office on 30$^{th}$ September, 2027 on the same terms and conditions, including remuneration as revised at the AGM on 29th September, 2025, unless otherwise modified by the Board of Directors in accordance with law.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, expedient or desirable to give effect to this Resolution.

**Item No. 4. To approve material related party transaction limits with Kitex Limited.**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules framed thereunder under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and the Company's policy on Related Party Transactions and as approved by the Audit Committee and such other approvals as may be required, the consent of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and/or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) for the financial year 2026-27, with

**KITEX LIMITED (KL) not exceeding 150 Cr. p. a**

on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contracts/arrangements/transactions so carried out shall be at arm's length basis and in the ordinary course of business of the company.

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

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorised to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

**5. To approve material related party transaction limits with Kitex Garments Limited.**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules framed thereunder under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and the Company's policy on Related Party Transactions and as approved by the Audit Committee and such other approvals as may be required, the consent of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and/or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) for the financial year 2026-27, with

**KITEX GARMENTS LIMITED (KGL) not exceeding 100 Cr. p. a**

on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contracts/arrangements/transactions so carried out shall be at arm's length basis and in the ordinary course of business of the company.

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

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorised to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

**6. To approve material related party transaction limits with Anna Aluminium Private Limited.**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules framed thereunder under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and the Company's policy on Related Party Transactions and as approved by the Audit Committee and such other approvals as may be required, the consent of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and/or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) for the financial year 2026-27, with

**ANNA ALUMINIUM PRIVATE LIMITED (AAPL) not exceeding 100 Cr. p. a**

on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contracts/arrangements/transactions so carried out shall be at arm's length basis and in the ordinary course of business of the company.

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

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorised to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

**7. To approve material related party transaction limits with Anna Aluminium Company Private Limited.**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules framed thereunder under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and the Company's policy on Related Party Transactions and as approved by the Audit Committee and such other approvals as may be required, the consent of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and/or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) for the financial year 2026-27, with

**ANNA ALUMINIUM COMPANY PRIVATE LIMITED (AAPL) not exceeding 25 Cr. p. a**

on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contracts/arrangements/transactions so carried out shall be at arm's length basis and in the ordinary course of business of the company.

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

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorised to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.

**Registered Office:**

666/12, Anna Aluminium Building,
Kizhakkambalam, Aluva, Ernakulam, Kerala – 683562

Kizhakkambalam
Date: 14.08.2026

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

Sd/-

Alphonsa Jose
Company Secretary

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in ("the Act") setting out material facts concerning the business under Item Nos. 3 to 7 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details required by Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").

2. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, circular no. 09/2024 dated September 19, 2024, circular no. 09/2023 dated September 25, 2023, circular no. 10/2022 dated December 28, 2022, circular no. 20/2020 dated May 5, 2020 read with general circular no. 14/ 2020 dated April 8, 2020 and general circular no. 17/ 2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') read with Circulars issued from time to time by SEBI ('SEBI Circulars'), the Annual General Meeting ('AGM') of the Company is being held (through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM will be conducted through VC / OAVM.

The deemed venue for the 32nd AGM shall be the Registered Office of the Company at Scoobee Day Garments (India) Limited, 666/12, Anna Aluminium Building, Kizhakkamabalam, Aluva, Ernakulam, Kerala - 683 562.

3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 32nd AGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the 32nd AGM through VC/ OAVM facility and e-Voting during the 32nd AGM.

4. In terms of MCA Circulars and relevant circulars issued by SEBI, the Notice of this AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA. The Notice of 32nd Annual General Meeting and Annual Report for FY 2025-26 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. Since the 32nd AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, SS-2 issued by the ICSI and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 32nd AGM and facility for those members participating in the 32nd AGM to cast vote through e-Voting system. The Company has engaged the services of CDSL to provide e-Voting and VC/ OAVM facility.

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

7. Members may note that the VC/ OAVM facility provided by CDSL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e. members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the 32nd AGM without any restriction on account of first-come-first-served basis.

8. Attendance of the members participating in the 32nd AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. 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.

10. In the case of joint holders, Members whose names 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.

11. General instructions for accessing and participating in the 32nd AGM though VC/OAVM facility and voting through electronic means including remote e-voting.

**A. Instructions for Remote e-Voting**

- The remote e-Voting period (for e-Voting prior to the AGM) commences on **Saturday, 26th September, 2026 at 9.00 am (IST) and ends on Monday, 28th September, 2026 at 05.00 pm (IST).** During this period, members of the company, holding shares either in physical form or in dematerialized form, as on the **cut - off date i.e., 22nd September, 2026** may cast their vote electronically. 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. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**B. A person who is not a member as on the cut-off date should treat this Notice of the 32nd AGM for information purpose only.**

The details of the process and manner for remote E-voting are explained herein below:

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

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

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

(i) The voting period begins **Saturday, 26th September, 2026 at 9.00 am (IST) and ends on Monday, 28th September, 2026 at 05.00 pm (IST).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 22nd Day of September, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

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

| Type of shareholders | Login Method |
|---|---|
| **Individual Shareholders holding securities in Demat mode with** CDSL Depository | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly<br>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| **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.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.<br>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<br>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.<br>4) 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| **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. |
| | |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |

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

demat mode.

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e- voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|---|
| **PAN** | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• 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. |

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

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

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

(ix) Click on the EVSN for 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 & enter the details as prompted by the system.

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

**(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

• Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

• After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

• The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

• It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

• Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@scoobeedaygarments.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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 email id at info@scoobeedaygarments.com

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 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 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 at toll free no. 1800 21 09911.

The EVSN generated for the e-Voting is 260903054

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

Sd/-
Alphonsa Jose
Company Secretary

Kizhakkambalam
14th August 2026

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

**Item No. 3 – APPROVAL FOR CONTINUATION OF MR. K L V NARAYANAN AS MANAGING DIRECTOR UPON ATTAINING THE AGE OF 70 YEARS DURING HIS CURRENT TERM OF OFFICE**

Mr. K L V Narayanan was appointed as the Managing Director of the Company for a period of five (5) years with effect from 30th November, 2022, and his present term of office is valid up to 30th September, 2027.

Mr. K L V Narayanan attained the age of 69 years on 2nd April, 2026 and will attain the age of 70 years during the subsistence of his present term of office. In terms of Section 196(3)(a) of the Companies Act, 2013, no person shall be appointed or continued as a Managing Director or Whole-time Director who has attained the age of 70 years, unless his appointment or continuation is approved by the Members by passing a Special Resolution.

The Board of Directors, after considering the recommendation of the Nomination and Remuneration Committee, is of the opinion that the continued association of Mr. K L V Narayanan as Managing Director would be in the best interests of the Company. Mr. Narayanan possesses considerable experience and knowledge of the business and has made valuable contributions towards the growth, operations and overall management of the Company. His continued leadership is considered beneficial for ensuring continuity in the management and for effectively pursuing the strategic objectives and future growth plans of the Company.

Accordingly, the Board of Directors, at its meeting held on August 14, 2026 subject to the approval of the Members, approved the continuation of Mr. K L V Narayanan as Managing Director upon attaining the age of 70 years, for the remaining period of his existing term of office, i.e., up to 30th September, 2027, on the same terms and conditions, including remuneration as revised and approved by the Members at the Annual General Meeting held on 29th September, 2025, unless otherwise modified by the Board of Directors in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The proposed continuation of Mr. K L V Narayanan is subject to the approval of the Members by way of a Special Resolution and such other approvals, permissions or sanctions as may be required under the applicable laws and regulations.

The details of the proposed continuation are as follows:

| Particulars | Details |
|---|---|
| Name | Mr. K L V Narayanan |
| Designation | Managing Director |
| Date of appointment as Managing Director | 30th November, 2022 |
| Existing term of appointment | Five (5) years |
| Existing term valid up to | 30th September, 2027 |
| Date of attaining 69 years | 2nd April, 2026 |
| Date of attaining 70 years | 2nd April, 2027 |
| Proposed period of continuation | Up to 30th September, 2027 |
| Remuneration | As revised and approved by the Members at the AGM held on 29th September, 2025 |
| Other terms and conditions | As per the existing terms of appointment, as modified from time to time in accordance with applicable law |

The Company has received the requisite disclosures and declarations from Mr. K L V Narayanan as required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the declarations received, Mr. K L V Narayanan is not disqualified from continuing as a Director under the provisions of the Companies Act, 2013.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers Mr. K L V Narayanan suitable for continued leadership of the Company and is of the opinion that his continued association as Managing Director will be beneficial to the Company. Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

**Disclosure of Interest:** Except Mr. K L V Narayanan, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

The disclosures relating to Mr. K L V Narayanan as required under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided separately in the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 3 for approval of the Members.

**Item no. 4 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH KITEX LIMITED.**

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, govern transactions entered into by the Company with its related parties.

In terms of Regulation 23 of the SEBI Listing Regulations, all Related Party Transactions ("RPTs") shall require prior approval of the Audit Committee. Further, all material Related Party Transactions and subsequent material modifications, as determined by the Audit Committee, shall require prior approval of the Members of the Company by way of an Ordinary Resolution.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed Rs.1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, subject to the provisions of the SEBI Listing Regulations, as amended from time to time.

Kitex Limited is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations. In order to facilitate the smooth conduct of business and to meet the Company's operational and business requirements, the Company proposes to enter into various transactions with Kitex Limited during the financial year 2026-27, in the ordinary course of business and on an arm's length basis.

Accordingly, approval of the Members is being sought for entering into Related Party Transaction(s) with Kitex Limited, whether by way of a single transaction or a series of transactions or otherwise, during the financial year 2026-27, up to an aggregate value of Rs.150 crore.

The proposed transactions may include transactions arising in the ordinary course of business between the Company and Kitex Limited, including, inter alia, purchase or sale of goods, provision or availing of services, reimbursement of expenses, and such other transactions as may be required in connection with the business operations of the Company, subject to the terms and conditions approved by the Audit Committee and the Board of Directors from time to time.

The Audit Committee has reviewed the proposed Related Party Transactions and has approved the same, subject to the approval of the Members wherever required under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The proposed transactions are expected to be undertaken in the ordinary course of business and on an arm's length basis. The transactions shall be entered into on such terms and conditions as may be approved by the Audit Committee and the Board of Directors, in accordance with the applicable laws and the Company's Policy on Related Party Transactions.

The Board of Directors, based on the recommendation of the Audit Committee, considers the proposed transactions to be in the best interests of the Company and its Members and accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Pursuant to Regulation 23 of the SEBI Listing Regulations read with the applicable SEBI circulars, including SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD 2/P/CIR/2025/135 dated October 13, 2025, the requisite information relating to the proposed Related Party Transaction is provided in Annexure B to this Notice.
The Members may further note that, in accordance with Regulation 23(4) of the SEBI Listing Regulations, no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 4 of the Notice, whether or not such related party is a party to the particular transaction(s) for which the resolution is being placed before the Members, subject to the provisions of the SEBI Listing Regulations.

Except Kitex Limited, being the related party in respect of the proposed transactions, and to the extent of their respective interest, none of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Aggregate value of proposed transactions with Kitex Limited: Not exceeding Rs. 150 crore during the financial year 2026-27.

**ITEM NO. 5 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH KITEX GARMENTS LIMITED**

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, require all Related Party Transactions ("RPTs") to be approved by the Audit Committee and prescribe prior approval of the Members of the Company for material Related Party Transactions and subsequent material modifications thereto.

Pursuant to the amendments to Regulation 23 of the SEBI Listing Regulations and the applicable provisions of Schedule XII thereto, a transaction or transactions with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed the threshold prescribed under Schedule XII of the SEBI Listing Regulations, based on the annual consolidated turnover of the listed entity as per its last audited financial statements.

The Company proposes to enter into various transactions with Kitex Garments Limited, being a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2026-27. The proposed transactions are expected to be undertaken in the ordinary course of business of the Company and on an arm's length basis.

In order to facilitate the smooth conduct of business operations and to avoid disruption in the Company's regular business activities, approval of the Members is sought for entering into the proposed Related Party Transactions with Kitex Garments Limited, up to an aggregate value of Rs.100 Crore per annum, during the financial year 2026-27, whether by way of a single transaction or a series of transactions, or otherwise, and whether entered into individually or together with previous transactions undertaken during the financial year, subject to the terms and conditions as may be approved by the Board of Directors from time to time.

The Audit Committee has reviewed and approved the proposed Related Party Transactions and has recommended the same to the Board of Directors for approval of the Members. The Board of Directors has, accordingly, approved the proposal and recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

The proposed transactions are intended to be undertaken as part of the ordinary course of business of the Company and on an arm's length basis. The transactions shall be entered into on such terms and conditions as may be mutually agreed between the Company and Kitex Garments Limited, subject to applicable laws, the Company's Related Party Transaction Policy and the approvals of the Audit Committee and/or Board of Directors, wherever applicable.

The material terms and particulars of the proposed Related Party Transactions, including the name of the related party, nature of relationship, nature, duration and particulars of the transactions, maximum aggregate value, basis of pricing and other relevant information required under

Regulation 23 of the SEBI Listing Regulations read with the applicable SEBI Circulars, are set out in Annexure B forming part of this Notice.

The Members are further informed that, pursuant to Regulation 23(4) of the SEBI Listing Regulations, no Related Party shall vote to approve the proposed Ordinary Resolution, whether or not such Related Party is a party to the particular transaction for which approval is being sought.

Accordingly, approval of the Members is sought by way of an Ordinary Resolution for entering into the aforesaid material Related Party Transactions with Kitex Garments Limited, up to a maximum aggregate value of Rs.100 Crore per annum, during the financial year 2026-27, on such terms and conditions as may be determined by the Board of Directors, subject to the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

Kitex Garments Limited – Not exceeding Rs.100 Crore per annum.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, except to the extent of their directorship, shareholding or other interest, if any, in the related party, may be deemed to be concerned or interested, financially or otherwise, in the proposed resolution. The Members may refer to the disclosures contained in Annexure B for details of the nature of relationship and the respective interests, wherever applicable.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of this Notice for approval by the Members of the Company.

**ITEM NO. 6 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH ANNA ALUMINIUM PRIVATE LIMITED**

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, require all Related Party Transactions (“RPTs”) to be approved by the Audit Committee and prescribe prior approval of the Members of the Company for material Related Party Transactions and subsequent material modifications thereto.

In accordance with the applicable provisions of Regulation 23 of the SEBI Listing Regulations, a transaction or transactions with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed the threshold prescribed under the SEBI Listing Regulations, based on the annual consolidated turnover of the listed entity as per its last audited financial statements.

The Company proposes to enter into various transactions with Anna Aluminium Private Limited, being a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2026-27.

In order to facilitate the smooth conduct of business operations and to meet the Company's regular business requirements, approval of the Members is being sought for entering into Related Party Transaction(s) with Anna Aluminium Private Limited, whether by way of a single transaction or a series of transactions, or otherwise, during the financial year 2026-27, up to an aggregate value of Rs.100 Crore per annum, which may exceed the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

The proposed transactions are expected to be undertaken in the ordinary course of business of the Company and on an arm’s length basis, and shall be subject to the applicable provisions of the Act, the SEBI Listing Regulations, the Company's Related Party Transaction Policy and such approvals as may be required from the Audit Committee, Board of Directors and/or Members of the Company, as applicable.

The Audit Committee has reviewed and approved the proposed Related Party Transactions to be entered into with Anna Aluminium Private Limited during the financial year 2026-27 and has recommended the same to the Board of Directors for approval of the Members.

The Board of Directors, after considering the nature and requirements of the proposed transactions, has approved the proposal and recommends the Ordinary Resolution set out at Item No. 6 of this Notice for approval by the Members of the Company.

The Members are requested to note that, pursuant to Regulation 23(4) of the SEBI Listing Regulations, no Related Party shall vote to approve the proposed Ordinary Resolution, whether or not such Related Party is a party to the particular transaction for which approval is being sought.

Accordingly, approval of the Members is sought for entering into the proposed Related Party Transaction(s) with Anna Aluminium Private Limited, up to a maximum aggregate value of Rs. 100 Crore per annum during the financial year 2026-27, on such terms and conditions as may be mutually agreed and as may be approved by the Board of Directors, subject to the applicable provisions of law.

Anna Aluminium Private Limited – Not exceeding Rs. 100 Crore per annum.

The material terms and particulars of the proposed Related Party Transactions, including the name of the Related Party, nature of relationship, nature and particulars of the transaction, maximum aggregate value, tenure, basis of pricing, rationale for entering into the transaction and other information required pursuant to Regulation 23 of the SEBI Listing Regulations read with the SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, are provided in Annexure B forming part of this Notice.

The proposed transactions are in the interest of the Company and are intended to be undertaken on terms that are fair and reasonable to the Company.

Except as disclosed in Annexure B, none of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of this Notice for approval by the Members of the Company.

**ITEM NO. 7 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH ANNA ALUMINIUM COMPANY PRIVATE LIMITED**

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, require all Related Party Transactions ("RPTs") to be approved by the Audit Committee and prescribe prior approval of the Members of the Company for material Related Party Transactions and subsequent material modifications thereto.

In accordance with the applicable provisions of Regulation 23 of the SEBI Listing Regulations, a transaction or transactions with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed the threshold prescribed under the SEBI Listing Regulations, based on the annual consolidated turnover of the listed entity as per its last audited financial statements.

The Company proposes to enter into various transactions with Anna Aluminium Company Private Limited, being a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2026-27.

In order to facilitate the smooth conduct of business operations and to meet the Company's regular business requirements, approval of the Members is being sought for entering into Related Party Transaction(s) with Anna Aluminium Company Private Limited, whether by way of a single transaction or a series of transactions, or otherwise, during the financial year 2026-27, up to an aggregate value of Rs. 25 Crore per annum, which may exceed the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

The proposed transactions are expected to be undertaken in the ordinary course of business of the Company and on an arm's length basis, and shall be subject to the applicable provisions of the Act, the SEBI Listing Regulations, the Company's Related Party Transaction Policy and such approvals as may be required from the Audit Committee, Board of Directors and/or Members of the Company, as applicable.

The Audit Committee has reviewed and approved the proposed Related Party Transactions to be entered into with Anna Aluminium Company Private Limited during the financial year 2026-27 and has recommended the same to the Board of Directors for approval of the Members.

The Board of Directors, after considering the nature, scope and requirements of the proposed transactions, has approved the proposal and recommends the Ordinary Resolution set out at Item No. 7 of this Notice for approval by the Members of the Company.

In terms of Regulation 23 of the SEBI Listing Regulations, no Related Party of the Company, whether or not the Related Party is a party to the transaction(s) for which approval of Members is being sought, shall vote to approve this resolution.

Accordingly, approval of the Members is sought for entering into the proposed Related Party Transaction(s) with Anna Aluminium Company Private Limited, up to a maximum aggregate value of Rs. 25 Crore per annum during the financial year 2026-27, on such terms and conditions as may be mutually agreed and as may be approved by the Board of Directors, subject to the applicable provisions of law.

Anna Aluminium Company Private Limited – Not exceeding Rs. 25 Crore per annum.

The material terms and particulars of the proposed Related Party Transactions, including the name of the Related Party, nature of relationship, nature and particulars of the transaction, maximum aggregate value, tenure, basis of pricing, rationale for entering into the transaction and other information required pursuant to Regulation 23 of the SEBI Listing Regulations read with the SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, are provided in Annexure B forming part of this Notice.

The proposed transactions are in the interest of the Company and are intended to be undertaken on terms that are fair and reasonable to the Company.

Except as disclosed in Annexure B, none of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of this Notice for approval by the Members of the Company.

**ANNEXURE TO THE NOTICE FOR AGM**

**Annexure A**

**Details of Directors seeking appointment/re-appointment /fixing the remuneration at the forthcoming Annual General Meeting to be held on 29th September, 2026 under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SS-2 issued by ICSI.**

| Particulars | Item No.2 | Item No.3 |
| --- | --- | --- |
| Name | Mr. Dony Dominic | K L V Narayanan |
| DIN | 03588411 | 01273573 |
| Date of First Appointment | 30.10.2017 | 04.07.2016 |
| Designation | Director | Managing Director |
| Date of Birth | 24.02.1969, 57 years | 02.04.1957, 69 years |
| Nationality | Indian | Indian |
| Educational Qualification | Chartered Accountant | Graduate |
| Brief Profile & Nature Expertise in specific functional Areas & Experience | Highly experienced Chartered Accountant with professional experience at Scoobee Day Garments (India) Limited. Strong expertise in financial management, corporate governance, and strategic leadership. Proven ability to contribute at board level across multiple organizations, ensuring compliance and driving sustainable growth.<br><br>His qualification and hands on experience have equipped him with a comprehensive understanding of financial principles, regulatory requirements, and strategic financial planning. | Mr. K L V Narayanan has over four decades of rich professional experience in export and business management. He began his career with the Ministry of Science & Technology (CSIR), Government of India, where he served for five years and gained valuable experience in government policy, technology and administration.<br><br>For nearly three decades, he has been associated with the Anna Kitex Group and has played a significant role in leading its Export Division and expanding its international business operations. He has also served as a Non-Executive Director of Kitex Garments Limited, contributing his extensive expertise to the Company's international business strategy.<br><br>Currently serving as the Managing Director of Scoobee Day Garments (India) Limited, Mr. Narayanan has been instrumental in providing strategic leadership and driving the Company's growth, operational efficiency and business development. His extensive experience, leadership capabilities and knowledge of international markets are valuable assets to the Company. |
| Terms and Conditions of appointment, details of last salary drawn and remuneration sought to be paid | Liable to Retire by Rotation<br>Remuneration - Nil | Not liable to retire by rotation<br>Remuneration: upper limit of Rs. 20,00,000/- per annum |
| Listed entities from | | |

| | | |
|---|---|---|
| which the person has resigned in the past three years | Nil | Nil |
| Number of the Meetings of the Board attended during the year | 8 out of 8 | 7 out of 8 |
| Disclosure of relationship between directors inter se, Manager and other KMPs of the company | Nil | Nil |
| Shareholding as on 31.03.2026 | Nil | Nil |
| Directorships (excluding Scoobee Day Garments (India) Limited) | 1.Anna Aluminium Products (India) Limited<br>2.Kitex Limited<br>3.Anna Power Projects Private Limited | 1. Kitex Childrenswear Limited<br>2.Kitex Garments Limited<br>3.Kitex Building Systems Limited |
| List of Membership on other Board (Listed entities excluding Scoobee Day Garments (India) Limited) | Nil | 1.Kitex Garments Limited |
| Committees (Listed entities excluding Scoobee Day Garments (India) Limited) | Nil | 1 |
| Skills and capabilities required for the role and the manner in which the independent director meets such requirements | Understanding of Business Industry, Leadership and Entrepreneurship, Corporate Governance, Technology and Critical & Innovative Thoughts. | For nearly three decades, Mr. Narayanan has been at the helm of the Export Division at Anna Kitex Group, where his leadership played a key role in driving the company's expansion into international markets. Mr. Narayanan's ability to innovate, adapt, and overcome challenges enabled Anna Kitex Group to thrive, positioning it as a leading force in the global export market. |

**Annexure B**

**INFORMATION REQUIRED UNDER REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SEBI CIRCULAR NO. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 DATED OCTOBER 13, 2025 AND SEBI CIRCULAR NO. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 DATED JUNE 26, 2025**

| **(i)** | Name of the related party | Kitex Limited | Anna Aluminium Private Limited | Anna Aluminium Company Private Limited | Kitex Garments Limited |
|---|---|---|---|---|---|
| **(ii)** | Nature of relationship with the Company, including the nature of concern or interest | The promoters of the Company, Mr. Boby M. Jacob and Mrs. Minni Boby Jacob, and Director, Mr. Jeff Jacob, are associated with the Related Party as directors and/or shareholders, as applicable. | The promoters of the Company, Mr. Boby M. Jacob and Mrs. Minni Boby Jacob, and Director, Mr. Jeff Jacob, are associated with the Related Party as directors and the said promoters are shareholders, as applicable. | The promoters of the Company, Mr. Boby M. Jacob and Mrs. Minni Boby Jacob, and Director, Mr. Jeff Jacob, are associated with the Related Party as directors and the said promoters are shareholders, as applicable. | The promoters of the Company, Mr. Boby M. Jacob and Mrs. Minni Boby Jacob, are shareholders of the Related Party, as applicable. |
| **(iii)** | Type, material terms and particulars of the proposed transaction | Purchase / sale / job work and/or marketing, tie-up and/or agreements in relation to garments and textile items and other allied business transactions, as may be mutually agreed. | Purchase / sale / job work and/or marketing, tie-up and/or agreements in relation to garments and textile items and other allied business transactions, as may be mutually agreed. | Purchase / sale / job work and/or marketing, tie-up and/or agreements in relation to garments and textile items and other allied business transactions, as may be mutually agreed. | Purchase / sale / job work and/or marketing, tie-up and/or agreements in relation to garments and textile items and other allied business transactions, as may be mutually agreed. |
| **(iv)** | Tenure / Duration of the proposed transaction | 1 Year | 1 Year | 1 Year | 1 Year |
| **(v)** | Maximum aggregate value of the proposed transaction | Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crore only) per annum | Rs.100,00,00,000/- (Rupees One Hundred Crore only) per annum | Rs.25,00,00,000/- (Rupees Twenty-Five Crore only) per annum | Rs.100,00,00,000/- (Rupees One Hundred Crore only) per annum |
| **(vi)** | Percentage of the Company's annual consolidated turnover represented by the value of the proposed transaction | 447.86% | 298.70% | 74.68% | 298.70% |
| | Any | Nil | Nil | Nil | Nil |

| | | | | | |
|---|---|---|---|---|---|
| **(vii)** | advance paid or received for the proposed transaction, if any | | | | |
| **(viii)** | Basis / manner of determining the pricing and other commercial terms | The pricing and other commercial terms shall be determined on a mutually agreed basis, considering prevailing market conditions, comparable transactions, quality, quantity, specifications and other commercial factors, and shall be on an arm's length basis and in the ordinary course of business. - | The pricing and other commercial terms shall be determined on a mutually agreed basis, considering prevailing market conditions, comparable transactions, quality, quantity, specifications and other commercial factors, and shall be on an arm's length basis and in the ordinary course of business. | The pricing and other commercial terms shall be determined on a mutually agreed basis, considering prevailing market conditions, comparable transactions, quality, quantity, specifications and other commercial factors, and shall be on an arm's length basis and in the ordinary course of business. | The pricing and other commercial terms shall be determined on a mutually agreed basis, considering prevailing market conditions, comparable transactions, quality, quantity, specifications and other commercial factors, and shall be on an arm's length basis and in the ordinary course of business. |
| | Whether all factors relevant to the contract have been considered; if not, details of factors not considered and rationale | Yes. All material and relevant factors have been considered. | Yes. All material and relevant factors have been considered. | Yes. All material and relevant factors have been considered. | Yes. All material and relevant factors have been considered. |
| | Justification as to why the proposed transaction is in the interest of the Company | The proposed transactions are expected to facilitate the Company's regular business operations, ensure continuity of supply / job work / marketing arrangements and enable the Company to undertake its business activities efficiently. The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis. | The proposed transactions are expected to facilitate the Company's regular business operations, ensure continuity of supply / job work / marketing arrangements and enable the Company to undertake its business activities efficiently. The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis. | The proposed transactions are expected to facilitate the Company's regular business operations, ensure continuity of supply / job work / marketing arrangements and enable the Company to undertake its business activities efficiently. The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis. | The proposed transactions are expected to facilitate the Company's regular business operations, ensure continuity of supply / job work / marketing arrangements and enable the Company to undertake its business activities efficiently. The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis. |
| | Source of funds, cost of funds and | Not applicable | Not applicable | Not applicable | Not applicable |

| | | | | | |
|---|---|---|---|---|---|
| | other details, where the transaction involves loans, inter-corporate deposits, advances or investments | | | | |
| | Details of valuation or other external party report, if any, relied upon | No valuation or external party report has been relied upon for the proposed transactions. | No valuation or external party report has been relied upon for the proposed transactions. | No valuation or external party report has been relied upon for the proposed transactions. | No valuation or external party report has been relied upon for the proposed transactions. |
| | Percentage of the counter-party's annual consolidated turnover represented by the value of the proposed RPT | 96.77% | 90% | 129% | 636.60% |
| | Any other information relevant or important for the Members to take a decision on the proposed resolution | The proposed transactions are subject to approval of the Audit Committee and such other approvals as may be required under applicable laws. The transactions shall be undertaken subject to the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and the Company's Policy on Related Party Transactions. | The proposed transactions are subject to approval of the Audit Committee and such other approvals as may be required under applicable laws. The transactions shall be undertaken subject to the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and the Company's Policy on Related Party Transactions. | The proposed transactions are subject to approval of the Audit Committee and such other approvals as may be required under applicable laws. The transactions shall be undertaken subject to the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and the Company's Policy on Related Party Transactions. | The proposed transactions are subject to approval of the Audit Committee and such other approvals as may be required under applicable laws. The transactions shall be undertaken subject to the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and the Company's Policy on Related Party Transactions. |