



SCOOBEE DAY GARMENTS (INDIA) LIMITED

(Formerly Known as Victory Paper And Boards (India) Limited)

CIN: L27100KL1994PLC008083 | GST : 32AAACV7612G1ZM

Regd. Office: 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala – 683 562

Web: www.scoobeedaygarments.com | e-mail: info@scoobeedaygarments.com | Phone: 0484 2680701

Date: 06.09.2025

SDGIL/SE/2025-26/26

To,
The Bombay Stock Exchange
25th Floor, P J Tower
Dalal Street,
Fort, Mumbai – 400 001.

Sub:- Annual Report of the Company for the Financial Year 2024-25

Ref:- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations)

Dear Sir/ Madam,

Pursuant to Regulations 30 and 34 of Listing Regulations, please find enclosed herewith the Annual Report of the Company for the Financial Year 2024-25 along with Notice of 31st AGM of shareholders which is being sent through electronic mode to those members whose e-mail addresses are registered with the Company / Registrar & Share Transfer Agent ('RTA') / Depository Participant(s) ('DPs'). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter will be send to the members whose e-mail addresses are not registered with the Company/RTA/DPs, providing a web link from where the Notice of the AGM and the Annual Report can be accessed on the website of the Company.

The 31st AGM will be held on Monday, 29th September, 2025 at 12.00 P.M (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The above documents are also available on the website of the Company viz.

Information at glance:

Particulars	Details
Cut-off date for e-voting	Monday, 22 nd September, 2025
Remote e-voting start date and time	Friday, 26 th September, 2025
Remote e-voting end date and time	Sunday, 28 th September, 2025

Kindly take the same on record.

Thanking you,

Yours faithfully

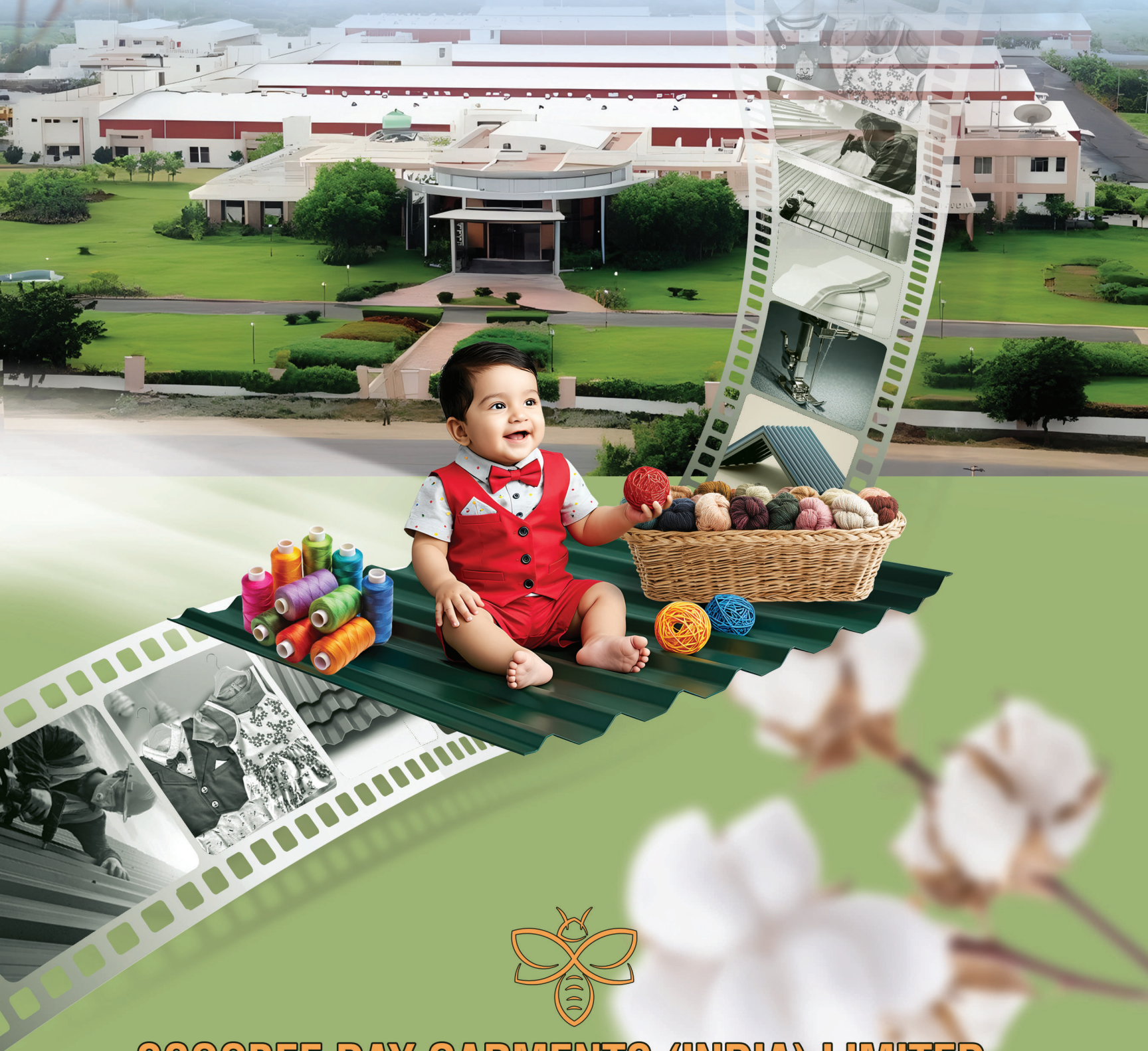
For Scoobee Day Garments (India) Limited

Alphonsa Jose

Company Secretary and Compliance Officer

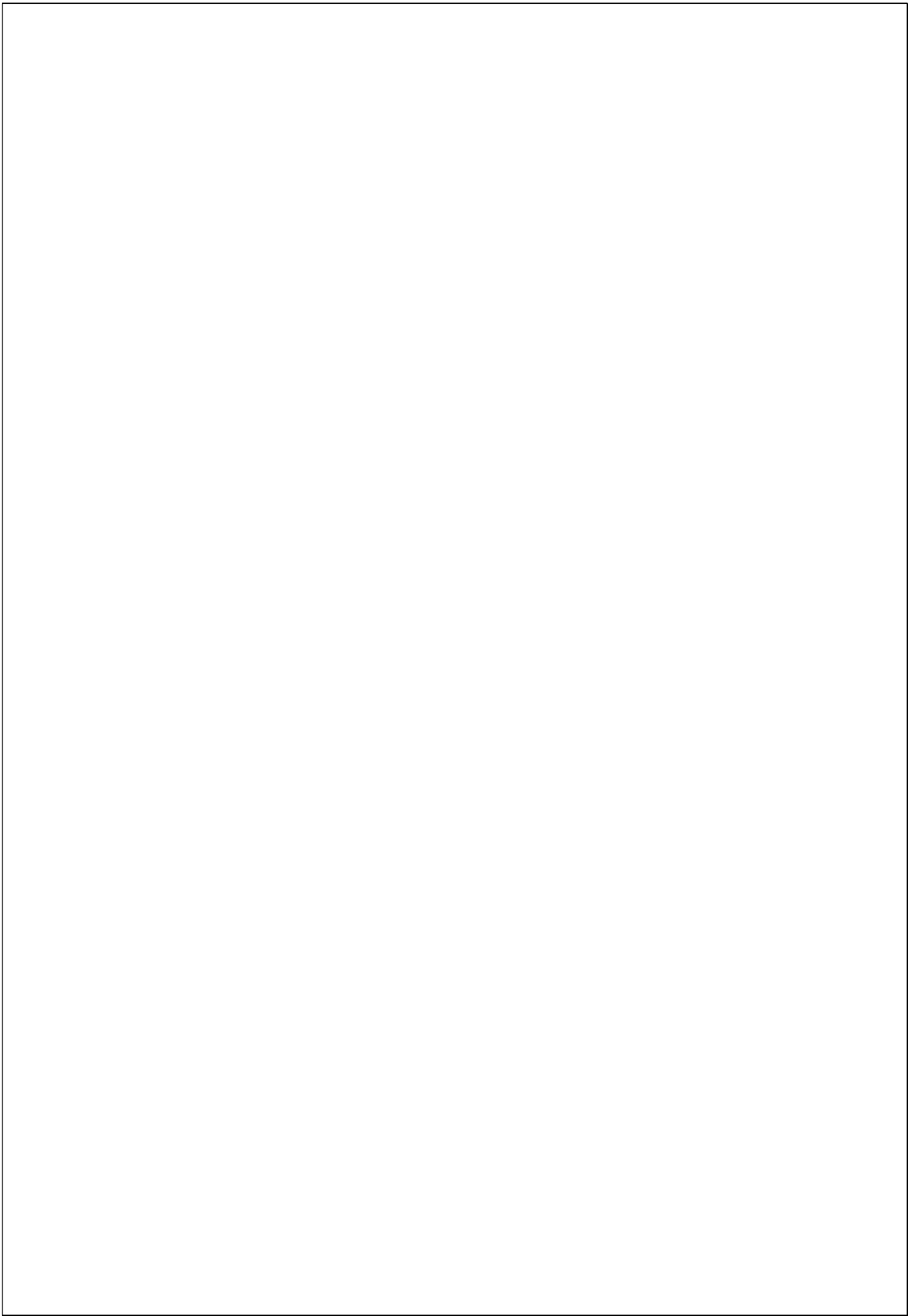
ANNUAL REPORT

2024-2025



SCOOBEE DAY GARMENTS (INDIA) LIMITED

Manufactures of High Quality Garments & Roofing Solution



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About us

The group was founded by the Late Shri M. C. Jacob, a visionary leader and master strategist from Kizhakkambalam, Kerala. Widely recognized across the state for his keen ability to identify business opportunities, he established himself as an undisputed leader in every domain he pursued.

Carrying forward this legacy, Mr. Bobby M. Jacob, Chairman and Managing Director of the Anna Kitex Group, has transformed the once little-known agrarian village of Kizhakkambalam into a thriving industrial hub. Guided and inspired by his father's vision, he has spearheaded the group's expansion and diversification, positioning Anna Kitex as a leading business conglomerate across multiple sectors.

Scoobee Day Garments (India) Limited, a flagship entity of the group, operates in two key segments: the manufacturing of apparel and ready-made garments, and roofing solutions. The company is a publicly listed entity on the Bombay Stock Exchange under the trade code SCOOBEEDAY.

OUR VALUES

Rooted in a legacy of more than five decades, our values are inspired by the vision of our founder, Late Shri. M. C. Jacob, whose foresight and entrepreneurial spirit transformed opportunities into thriving enterprises. His belief in integrity, innovation, and excellence continues to guide us as we carry his mission forward.

- ***Legacy of Leadership***

We honor the entrepreneurial spirit of our founder and uphold the values of determination, foresight, and resilience that shaped our journey from a humble beginning to an industrial leader.

- ***Innovation with Purpose***

Inspired by a tradition of identifying opportunities and creating lasting impact, we embrace innovation to deliver quality products in garments, roofing solutions, and beyond.

- ***Commitment to Excellence***

Every step of our growth is driven by an uncompromising focus on quality, precision, and continuous improvement across all our business segments.

- ***Community & Responsibility***

Following the path set by our leaders, we believe in uplifting communities. Our growth is intertwined with the prosperity of the people and the regions we serve, particularly the transformation of Kizhakkambalam from an agrarian village to an industrial hub.

- ***Sustainability for the Future***

We are committed to building businesses responsibly—balancing growth with care for the environment and the generations to come.

- ***People-Centric Growth***

Our success lies in empowering people—employees, partners, and stakeholders—by fostering trust, transparency, and collaboration.



Anna Group – A Legacy of Innovation and Trust

For over five decades, Anna Group has been a household name, trusted by generations across Kerala and beyond. What started in 1968 with a vision to deliver uncompromising quality has today grown into a diversified business empire with a presence in **Kitchenware, Garments, Food, Roofing, and Healthcare**. From India to the USA, Europe, Australia, Africa, and the Middle East, millions of customers experience the reliability, durability, and innovation that define the Anna name.

Our Journey through the Decades - 1968 – Anna Aluminium

Our story began with **Anna Aluminium**, the flagship venture that reshaped the way Malayali homes cooked and dined. Crafted with **99.5% pure aluminium ingots**, Anna Aluminium quickly became synonymous with strength, safety, and trust. Its iconic brand **Chakson** remains a staple in kitchens, offering everything from sturdy **pressure cookers and milk boilers** to timeless **rice cookers and idli steamers**.

1975 – Sara Spices

Venturing into the world of flavors, Anna Group launched **Saras**, a brand that soon became a kitchen essential. From **aromatic spices and masalas** to **ready-to-eat and ready-to-cook foods**, Saras carries the taste of authentic Indian cuisine to households worldwide. Today, Saras products are exported across the globe, bringing Kerala's culinary richness to international tables.

1979 – Kitex Garments

With the creation of **Kitex**, Anna Group entered the garment industry. Expanding its portfolio, Kitex introduced **ScooBee Day Bags** in 2000, which soon became the go-to school bag for students across Kerala—valued for their **design, durability, and comfort**. Alongside came **Trawellday travel bags, Baby ScooBee kids' wear, and apparel for men, women, and children**, making Kitex a household and international favorite.

Ellys Herbal Care

Extending its promise of care into the healthcare space, Anna Group introduced **Ellys**, a line of high-quality herbal and Ayurvedic products. With a focus on wellness and affordability, Ellys products promote natural healthcare and food supplements, blending tradition with modern standards.



Forward Looking Statements

Some of the information contained herein is for general information purposes only and should not be considered as a recommendation that any investor should subscribe/purchase the company's shares. The company makes no representation or warranty, express or implied as to and does not accept any responsibility or liability with respect to any forward looking statements made herein. This document contains statements about expected future events and financials of Scoobee Day Garments (India) Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements.

Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis of this Annual Report.

Website and Social Media Disclosure

We use our website (www.scoobedaygarments.com) and our Linkedin Account as channels of distribution of company information. The information we post through these channels may be deemed material. Accordingly, investors should monitor these channels in addition to our BSE filings. The contents of our website and social media channels are not, however, a part of this Annual Report.

Industry and Market Data

Market Data used throughout this Annual Report is based on Management's knowledge of the industry and the good faith estimates of management. All of the Management's estimates presented herein are based on industry sources, including analyst reports and management's knowledge. Projections, assumptions and any estimates of our future performance and the future performance of the industry in which we operate are necessarily subject to an uncertainty and risk due to a variety of factors in Management and Discussion and Analysis, of this Annual Report and elsewhere in this Annual Report. These and other factors could materially impact the outlooks and beliefs discussed in this Annual Report.



MD's COMMUNIQUE

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present to you Scoobee's 31st Annual Report for the financial year ended 31st March, 2025.

At the outset, I would like to extend my heartfelt gratitude to each of you for your unwavering support, trust, and commitment to our organization. Your continued confidence in our leadership has enabled us to navigate an increasingly complex and dynamic global business environment—through both achievements and challenges.

The past financial year has been one marked by both progress and adaptation. Despite facing global economic headwinds, rising input costs, and market uncertainties, we remained committed to our core principles of quality, reliability, and innovation.

Through lean manufacturing practices and a strong focus on sustainability, we sustained our production targets, ensured timely delivery, and upheld stringent quality standards. These efforts have collectively contributed to improved operational efficiency and customer satisfaction. The commitment to quality is evident in the craftsmanship and attention to detail that goes into every piece of textile or apparel that is produced. Our dedication to design, innovation, sustainability, and quality is reflected in our impressive achievements and the positive impact we have made on the textile and apparel industry. We believe that possibilities are endless, and believe in the infinite potential of each of our employees. The relentless commitment and dedication of every member of the Scoobee Day family helped the business overcome many challenges in the past year.

The increased pool of potential customers can dramatically improve, sales resulting in increased profitability. As one of the leading industrial groups in Kerala, Scoobee Day Garments (India) Limited are dedicated to fortifying all aspects of our brand, including product development, marketing and sales, market penetration, market expansion and product expansion. Customers and employees are essential in operating a successful company. The policy of Scoobee Day Garments (India) Limited is to provide and deliver high-quality products on time consistently and to meet specified customer requirements. Our success on the basis of driving continual improvements through reliable business processes, best practices and customer feedback. We value the contribution of every employee and treat them with dignity and respect. Our workplace fosters a positive and cooperative ambience in which everyone can learn and grow. Scoobee Day Garments (India) Limited remain ever committed and sincere in our efforts to keep delivering better value to you.

I'm pleased to report that we achieved a total income of ₹471.07 million, and a net profit after tax of ₹19.09 million. This growth was driven by prudent cost management and strategic investments in technology upgrades and workforce training, which have positioned us well to remain competitive and agile in an evolving marketplace.

In conclusion, I would like to express my gratitude to our esteemed shareholders for their unwavering support and confidence in Scoobee Day. Your trust and belief in our vision have been instrumental in our journey forward. We are committed to delivering sustainable value and long-term growth, and we look forward to embarking on this journey with your continued support.

Warm regards,

K L V Narayanan,
Managing Director

BOARD OF DIRECTORS

K L V NARAYANAN
Managing Director



DONY DOMINIC
Director



JEFF JACOB
Director



ELSAMMA MATHEW TITUS
Independent Director



SATHEESHKUMAR GOPAKUMAR
Independent Director



AUGUSTINE ANTONY
Independent Director

Board Structure

Name	Designation	Committee(s)
K L V Narayanan	Managing Director	
Dony Dominic	Director	   
Jeff Jacob	Director	
Satheesh Kumar Gopa Kumar	Independent Director	
Augustine Antony	Independent Director	  
Elsamma Mathew Titus	Independent Director	  

- A** Audit Committee
- N** Nomination & Remuneration Committee
- S** Stakeholders' Relationship Committee
- C** Corporate Social Responsibility Committee

Chairperson



Member



CORPORATE INFORMATION

KEY MANAGERIAL PERSONNEL

Mrs. ZAPHIA FAREED

Chief Financial Officer

Ms. ALPHONSA JOSE

Company Secretary and Compliance Officer

AUDITORS

Statutory Auditor

Internal Auditor

Secretarial Auditors

M/s. Varma & Varma
Chartered Accountants,
Thrissur - 680002**M/s. Nimmy Michael &
Associates,**
Chartered Accountants,
Ernakulam**M/s. Caesar Pinto John &
Associates,**
LLP, Company
Secretarial Ernakulam

LISTING

Bombay Stock Exchange (BSE)

REGISTRAR

BANKER

Cameo Corporate Services Limited, Subramanian Building,
No.1, Club House Road, Chennai, Tamil Nadu- 600002

Federal Bank Limited

Axis Bank Limited

REGISTERED OFFICE

666/12, Anna Aluminim Company Pvt Limited, Kizhakkamabalam, Aluva, Ernakulam, Kerala –
683562**CIN:**L27100KL1994PLC008083**Investor Service email** – info@scoobeedaygarments.com**Website:** www.scoobeedaygarments.com

FACTORY

6/1, Nedungur (Village), Karudayampalayam P.O., K Paramathi, Karur, Tamil Nadu – 639 111

Notice of the 31st Annual General Meeting

NOTICE is hereby given that the 31st Annual General Meeting (AGM) of the members of Scoobee Day Garments (India) Limited (the company) will be held on **Monday, 29th September 2025 at 12.00 p.m (IST) through two way video conferencing ("VC") / other audio visual means ("OAVM")** to transact the following business:

ORDINARY BUSINESS

Item No.1 Adoption of the Audited Financial Statements, Directors' and the Statutory Auditors Report for the Financial Year ended March 31, 2025.

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

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

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

SPECIAL BUSINESS

ITEM NO.3 APPOINTMENT OF SECRETARIAL AUDITOR.

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 Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and rules made thereunder, CaesarPintoJohn & Associates LLP, Company Secretaries, Cochin as the Secretarial Auditors

of the Company for a period of five years to hold office from the conclusion of the ensuing AGM till the conclusion of the 36th AGM of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company for the FY 2025-26 through FY 2029-30 on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT company secretary of the company be and is hereby authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as it may in its discretion deem necessary, proper or desirable to give effect to the above resolution."

ITEM NO.4. RE-APPOINTMENT OF MR. SATHEESHKUMAR GOPA KUMAR (DIN: 03425296) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and 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 and other relevant provisions of the Companies Act, 2013 rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, Articles of Association of the company and pursuant to provisions of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and based on the recommendation of Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to the re-appointment of Mr. Satheeshkumar Gopa Kumar (DIN: 03425296) as an independent director, for the second and final term of five years

commencing from 14.08.2025 to 13.08.2030.

RESOLVED FURTHER THAT company secretary of the company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid resolution.

ITEM NO.5: APPROVAL OF REVISION OF REMUNERATION PAYABLE TO SHRI K L V NARAYANAN, MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass, the following resolution as a Special Resolution.

RESOLVED THAT in partial modification of resolution passed in this regard by the members of the company at the 28th Annual General Meeting held on 29th September, 2022 and pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), the consent of the members be and is hereby accorded for revision in remuneration as per the recommendation of the Nomination and Remuneration Committee, the remuneration payable to Shri. K L V Narayanan (DIN: 01273573), Managing Director in any Financial Year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act with effect from 1st April, 2025 for the remaining period of his tenure ending on November 29, 2027.

RESOLVED FURTHER THAT the remuneration payable to Shri. K L V Narayanan, Managing Director shall be read as under:

Salary: - As decided by the Board from time to time upto an upper limit of Rs. 20,00,000/- p.a. with effect from 1st April, 2025.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his re-appointment as Managing Director, as approved by the resolution passed at the 28th Annual General Meeting of the company held on 29th September, 2022 shall remain unchanged.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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 such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

ITEM NO.6: Ratification and approval of Related Party Transactions with Group Companies for the FY 2024-25.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a 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 Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

("Listing Regulations") and the Company's policy on Related Party transaction(s) and on the approval of Audit Committee, approval of Shareholders be and is hereby accorded to the

Board of Directors of the Company to ratify and approve the contract(s)/ arrangement(s)/ transaction(s) with related parties happened for the year ended 2024-2025 as detailed below

Related Party Transactions for the Financial Year 2024-25

Parties	Opening Balance	During the Year	Closing Balance
Kitex Limited	(9,32,47,009.01)	10,03,31,335.59	70,84,326.58
Kitex Garments Limited	586.00	2,45,06,040.46	2,45,06,626.46
Anna Aluminium Company Private Limited	(28,62,30,589.22)	28,82,78,654.00	20,48,064.78
Sara Spices Private Limited	32,44,527.96	-32,44,500.96	27.00

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Item No. 7. 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 2025-26, 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.”

Item No. 8. 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 2025-26, 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.”

Item No. 9. 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 2025-26, with

ANNA ALUMINIUM COMPANY PRIVATE LIMITED (AACPL) 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."

For Scoobee Day Garments (India) Limited

Sd/-
Alphonsa Jose
Company Secretary

Place: Kizhakkambalam

Dated: 03.09.2025

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 3 to 9 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").

2. The Ministry of Corporate Affairs, Government of India ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and 9/2024 dated, September 19, 2024 ("MCA Circulars") has allowed conduct of Annual General Meetings ("AGM") by Companies through Video Conferencing/ Other Audio- Visual Means ("VC/ OAVM") facility up to September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 31st AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue.

The deemed venue for the 31st 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 31st 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 31st AGM through VC/ OAVM facility and e-Voting during the 31st AGM.

4. In terms of MCA Circulars and relevant circulars issued by SEBI, the Notice of this AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA. The Notice of 31st Annual General Meeting and Annual Report for FY 2024-25 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 31st 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 31st AGM and facility for those members participating in the 31st 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 31st AGM without any restriction on account of first-come-first-served basis.

8. Attendance of the members participating in the 31st 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.

9. SEBI vide its notification dated January 25, 2022, has mandated listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, as per Regulation 40 of SEBI

10. Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or M/s. Cameo Corporate Services Limited ('RTA'), for assistance in this regard.

11. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account.

12. Effective January 01, 2022, Grievance Redressal / Service Requests can be availed with the RTA only after the required documents / complete data as mandated are furnished for physical folios.

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

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as the name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs, in case they hold the shares in electronic form and to the Company's Registrars

15. and Transfer Agents, Cameo Corporate Services Limited for shares held in physical form, with relevant documents.

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote by electronic means in respect of the resolutions to be passed at the 31st Annual General Meeting.

2. The facility for e-Voting shall also be made available during the AGM, and Members attending the AGM through VC / OAVM, who have not already cast their vote by remote e-Voting, may exercise their right to vote during the AGM through the CDSL portal at www.evotingindia.com.

3. The remote e-Voting period (for e-Voting prior to the AGM) commences on **Friday, 26th September, 2025 at 9.00 am (IST) and ends on Sunday, 28th September, 2025 at 05.00 pm (IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter. The Members of the Company, holding shares either in physical form or in dematerialised form, as on **the cut-off date of 22nd September, 2025** may cast their vote by remote e-Voting. The voting right of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, being 22nd September, 2025. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast a vote again.

4. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositaries as on 22nd September 2025 (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the venue of AGM.

5. The Board of Directors has appointed CS Nikhil George Pinto, Partner, M/s CaesarPintoJohn & Associates, LLP, Company Secretaries, Cochin, as the Scrutinizer to scrutinize the voting at the AGM and remote e-Voting process in a fair and transparent manner.

6. The Scrutinizer shall after the conclusion of e-Voting at the 31st AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 31st AGM, who shall then countersign and declare the result of the voting forthwith.

7. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.scoobeedaygarments.com / investors and on the website of CDSL at www.evotingindia.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited.

8. All documents referred to in the accompanying Notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Sundays upto and including the date of the Annual General Meeting of the Company. Members may also note that the Notice and Annual Report of the Company for the Financial Year 2024-25 are available on Company's website at www.scoobeedaygarments.com.

9. The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC / OAVM but shall not be entitled to cast their vote through e-Voting again.

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

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

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

(i) The voting period begins on 26th September 2025 and ends on 28th September, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off 22nd September, 2025 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 & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 your are 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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) 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. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

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

(ix)Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x)On the voting page, you will see “RESOLUTION DESCRIPTION” and against the

same the option “YES/NO” for voting. Select the

vii)Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

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

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

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.

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

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

•It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the

Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@scoobeedaygarments.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@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 shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

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

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,)

Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33

The EVSN generated for e-voting is 250828034.

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

Sd/-
Alphonsa Jose
Company Secretary

Place: Kizhakkambalam

03.09.2025

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 Appointment of Secretarial Auditor

In accordance with the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, every listed company is required to appoint Secretarial Auditor for a consecutive term of 5 years (5 Financial Years).

Based on the Recommendation of the Audit Committee, the Board of Directors, at its meeting held on 21st May, 2025, approved the appointment of CaesarPintoJohn & Associates, LLP, Practicing Company Secretaries, Cochin as the Secretarial Auditors of the Company for a period of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting to be held in the year 2030, to conduct the Secretarial Audit of the Company for the

Financial Years 2025-26 to 2029-30 subject to the approval of the members.

CaesarPintoJohn & Associates LLP (CPJ), is a peer reviewed Limited Liability Partnership firm of qualified Company Secretaries registered with the Institute of Company Secretaries of India and has extensive experience in handling secretarial audit.

The Core team consists of 3 Qualified Company Secretaries and the Firm provides the professional services in the field of Secretarial & Legal, Start up Exclusive Services, Accounting & Taxation, NGO Compliance, Governance and Management, Education and Training.

The Board is of the opinion that their appointment would provide value-added insights into corporate governance practices. The Board accordingly recommends the resolution set out in the accompanying notice for approval of the members.

None of the Directors or KMPs or their relatives are in anyway concerned or interested in this resolution.

The Board recommends the Ordinary Resolution as set out in item No. 3 to the notice for approval of the members.

Details of Secretarial Auditor seeking appointment at the forthcoming Annual General Meeting to be held on September 29, 2025 under Regulation 36 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particular	Details
Proposed Fees Payable	Mutually agreed by the Secretarial Auditors and the Board of Directors
Terms of Appointment	The Board at its meeting held on 21 st May, 2025 approved the appointment of CaesarPintoJohn & Associates, LLP, Practicing Company Secretaries, Cochin as the Secretarial Auditors of the Company for a period of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the 36 th Annual General Meeting to be held in the year 2030, to conduct the Secretarial Audit of the Company for the Financial Years 2025-26 to 2029-30

	subject to the approval of the members.
Any material change in the fee payable to such Auditor form that paid to the outgoing Auditor along with the rationale for the change.	Not Applicable
Basis of Recommendation for appointment including the details in relation to and credentials of the auditor proposed to be appointed.	CaesarPintoJohn & Associates LLP (CPJ), is a peer reviewed Limited Liability Partnership firm of qualified Company Secretaries registered with the Institute of Company Secretaries of India and has extensive experience in handing secretarial audit. The Core team consists of 3 Qualified Company Secretaries and the Firm provides the professional services in the field of Secretarial & Legal, Start up Exclusive Services, Accounting & Taxation, NGO Compliance, Governance and Management, Education and Training.



Item No.4 Re-appointment of Mr. Satheeshkumar Gopa Kumar (DIN: 03425296) as an Independent Director of the company.

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such re-appointment in the Board's Report. Mr. Satheeshkumar Gopa Kumar (DIN: 03425296) was appointed as an additional Non Executive Independent Director by the Board in its meeting held on 14th August, 2020 and members approved its meeting held on 28th September, 2020 his appointment for a term of 5 years w.e.f 14th August, 2020 to 13th August, 2025.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 12th August, 2025 the Board, in line with the Company's policy on Director's Appointment and remuneration has re-appointment of Mr. Satheeshkumar Gopa Kumar (DIN: 03425296) as an independent Director for a second and final term of five years w.e.f., 14th August, 2025 to 13th August, 2030.

The Company has received requisite consent/declarations for appointment of Mr. Satheeshkumar Gopa Kumar (DIN: 03425296) as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Satheeshkumar Gopa Kumar fulfils the conditions specified in the SEBI LODR Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director Of the company.

A copy of the letter of re-appointment by the Board of Mr. Satheeshkumar Gopa Kumar as an Independent Director setting out the

terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the company during normal business hours on all working days except Saturdays and Sundays, up to the date of conclusion of remote e-voting.

The Board considers that his continued association would be immense benefit to the company and it is desirable to continue to avail the services of Mr. Satheeshkumar Gopa Kumar as an independent Director, the Board recommends the resolution set forth in Item No. 4 relating to the re-appointment of Mr. Satheeshkumar Gopa Kumar as an independent Director of the company, who shall be not liable to retire by rotation, by way of Special Resolution.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard -2 issued by ICSI is provided as **Annexure A** to this Notice.

Except Mr. Satheeshkumar Gopa Kumar no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolution as set out under item No. 4 of the Notice for approval of the members.

ITEM NO.5: APPROVAL OF REVISION OF REMUNERATION PAYABLE TO SHRI K L V NARAYANAN, MANAGING DIRECTOR OF THE COMPANY.

The members of the Company had, at the 28th Annual General Meeting (AGM) held on 29th September, 2022, approved the re-appointment of Shri K. L. V. Narayanan (DIN: 01273573) as Managing Director of the Company for a period of five years effective from 30th November, 2022 to 29th November, 2027, along with terms of remuneration as set out in the said resolution.

Based on the recommendation of the Nomination and Remuneration Committee, and in view of the contributions made by Shri

K. L. V. Narayanan towards the growth and development of the Company, the Board of Directors, at its meeting held on 12th August, 2025 approved the revision in his remuneration, subject to the approval of members.

It is proposed that the salary payable to Shri K. L. V. Narayanan be revised to an upper limit of Rs. 20,00,000/- per annum with effect from 1st April, 2025, for the remaining duration of his current tenure ending on 29th November, 2027. The said remuneration shall remain within the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and may be further modified by the Board from time to time within such limits, as deemed appropriate.

Other than the proposed revision in remuneration, all other terms and conditions of his appointment as approved at the 28th AGM shall remain unchanged.

The Board recommends passing of the resolution as set out in the accompanying Notice as a Special Resolution.

Shri K. L. V. Narayanan is deemed to be concerned or interested in the resolution to the extent of remuneration payable to him. None of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No.6 Ratification and approval of Related Party Transaction with Group Companies

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length

basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs.1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. The transactions held between the Company and the related parties during the financial year 2024-2025 falls below the above threshold limit, hence not considered material.

Accordingly, the Company has obtained prior approval of the members by way of an Ordinary Resolution for entering into transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its Group Companies. The Audit Committee had reviewed and ratified the material related party transactions entered into by the Company during the FY 2024-2025. Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided as **Annexure B**.

All the Related Party Transaction(s) entered into by the company during the Financial Year 2024-25 were in the ordinary course of business of the Company and on arm's length basis.

The Board recommends passing of the ordinary Resolution as set out in item number 6 of this Notice, for approval by the Members of the Company in order to ratify the transactions.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Special Resolution, as set out in item number 6 of this Notice.

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

resolution.

Item No. 7. To approve material related party transaction limits with Kitex Limited.

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs.1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

To facilitate smooth business, prior approval of the Members is being sought to enable the Company to enter into transaction(s) (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its group company Kitex Limited respectively, being a related party of the Company, during the financial year, which may exceed the materiality threshold as per the SEBI Listing Regulations. The Audit Committee has reviewed and approved the proposed material related party transactions to be entered into by the Company during the financial year 2025-26.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during the financial year 2025-26 would be in the ordinary course of

business of the Company and on an arm's length basis.

The Board recommends passing of the ordinary Resolution as set out in item number 7 of this Notice, for approval by the by the Members of the Company. The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related party

as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Special Resolution, as set out in item number 7 of this Notice. Kitex Limited - Not exceeding 150 Cr p. a

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Kitex Limited within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, during the financial year. Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided as **Annexure C**.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 8. To approve material related party transaction limits with Kitex Garments Limited.

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length

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

To facilitate smooth business, prior approval of the Members is being sought to enable the Company to enter into transaction(s) (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its group company Kitex Garments Limited respectively, being a related party of the Company, during the financial year, which may exceed the materiality threshold as per the SEBI Listing Regulations. The Audit Committee has reviewed and approved the proposed material related party transactions to be entered into by the Company during the financial year 2025-26.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during the financial year 2025-26 would be in the ordinary course of business of the Company and on an arm's length basis.

The Board recommends passing of the Ordinary Resolution as set out in item number 8 of this Notice, for approval by the by the Members of the Company.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related party as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Special Resolution, as set out in item number 8 of this Notice.

Kitex Garments Limited - Not exceeding 100 Cr p. a

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Kitex Garments Limited within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, during the financial year. Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided as **Annexure C**.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested

Item No. 9. To approve material related party transaction limits with Anna Aluminium Company Private Limited.

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs.1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

To facilitate smooth business, prior approval of the Members is being sought to enable the Company to enter into transaction(s) (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either

individually or together with its group company Anna Aluminium Company Private Limited respectively, being a related party of the Company, during the financial year, which may exceed the materiality threshold as per the SEBI Listing Regulations. The Audit Committee has reviewed and approved the proposed material related party transactions to be entered into by the Company during the financial year 2025-26.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during the financial year 2025-26 would be in the ordinary course of business of the Company and on an arm's length basis.

The Board recommends passing of the Ordinary Resolution as set out in item number 9 of this Notice, for approval by the by the Members of the Company.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related party as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Special Resolution, as set out in item number 9 of this Notice.

Anna Aluminium Company Private Limited -
Not exceeding 100 Cr p. a

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Anna Aluminium Company Private Limited within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, during the financial year. Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided as **Annexure C**.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested



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, 2025 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.4	Item No.5
Name	Mr. Jeff Jacob	Satheesh Kumar Gopa Kumar	K L V Narayanan
DIN	08652962	03425296	01273573
Date of First Appointment	14.08.2020	14.08.2020	04.07.2016
Designation	Director	Independent Director	Managing Director
Date of Birth	25.06.1999, 26 years	11.05.1961, 64 years	02.04.1957, 68 years
Nationality	Indian	Indian	Indian
Educational Qualification	Graduate	Chartered Accountant	Graduate
Brief Profile & Nature Expertise in specific functional Areas & Experience	Mr. Jeff Jacob is a highly accomplished and results-driven Director, recognized for his strategic foresight and operational expertise. With a solid academic foundation and over five years of focused experience in Business Expansion and Material Management, he has played a pivotal role in driving growth and optimizing internal processes within the organization. Having been raised within the Kitex Group, a well-established and reputed business conglomerate, Mr. Jacob possesses a deep-rooted understanding of the family enterprise's values, operations, and long-term	Mr. Satheesh Kumar Gopakumar is a highly accomplished Chartered Accountant with over 38 years of diverse experience in the Finance function across leading organizations in the FMCG, Consumer Durables, and Service sectors. He is a respected authority in corporate finance and accounting, having held senior managerial and directorial positions throughout his career. Currently serving as an Independent Director on the Board of Scoobee Day Garments (India) Limited, Mr. Gopakumar brings strategic acumen and a wealth of industry expertise to the role. His appointment as Additional Director (Non-Executive, Independent) was	With over four decades of distinguished professional experience, Mr. K L V Narayanan has established an exceptional career in the fields of export and business management. His leadership, strategic foresight, and relentless pursuit of excellence have been the cornerstone of his success, enabling him to make significant contributions to international trade, business growth, and industry innovation. Throughout his career, Mr. Narayanan has consistently demonstrated a deep commitment to shaping the future of the industries he serves, while championing operational efficiency

	vision. This unique upbringing has afforded him an innate familiarity with every facet of the business, enabling him to navigate complex challenges and make informed decisions with precision and confidence. Mr. Jacob's core competencies lie in strategic planning, marketing, and resource optimization. He has led several key business expansion initiatives, identifying new markets and streamlining operational frameworks to ensure sustainable growth. His meticulous approach to material management has significantly improved supply chain efficiency and cost control, directly contributing to the company's bottom line. Under his leadership, the company has witnessed measurable progress in both domestic and international markets, reflecting his ability to align strategic objectives with operational capabilities. Mr. Jeff Jacob continues to be a driving force behind the organization's pursuit of innovation, efficiency, and excellence	formalized on 14th August 2020, and subsequently regularized at the 26th Annual General Meeting held on 28th September 2020. Mr. Gopakumar's leadership is marked by a deep understanding of financial strategy, corporate governance, and regulatory compliance. His insights have played a key role in steering financial decision-making and promoting sound governance practices within the organizations he has served. Beyond finance, he is also proficient in broader aspects of business management, with substantial experience in strategic planning, marketing, sales, trade relations, strategic partnerships, and supply chain management. He has consistently demonstrated the ability to align financial objectives with business strategy to drive sustainable growth. Key Positions Held: Senior Finance Executive roles across multiple sectors including FMCG and Consumer Durables Director-level responsibilities in financial planning and corporate governance Independent Director at Scoobee Day Garments (India) Limited Education: Chartered Accountant, qualified from the Institute of Chartered	and sustainable growth. Mr. Narayanan began his career in the public sector, serving for five years at the Ministry of Science & Technology (CSIR), Central Government. During this time, he gained invaluable insights into government policy, technology, and scientific development, which laid a strong foundation for his strategic thinking and governance skills. This early exposure to the intersection of policy, technology, and commerce shaped his future career, providing him with the tools to navigate complex business landscapes. 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. Under his visionary guidance, the company not only achieved remarkable success but also built a robust global presence. 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.
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		Accountants of India.	As a Non-Executive Director at Kitex Garments Limited, a company with a strong footprint in the United States, Mr. Narayanan has continued to make significant contributions to the company's international business strategy. His extensive experience and global perspective have proven invaluable in steering the company's growth and ensuring its continued success in the highly competitive global apparel market. Currently, as the Managing Director of Scoobeee Day Garments (India) Limited, Mr. Narayanan's influence continues to propel the company forward. His leadership style, characterized by a unique blend of innovation and sound business strategies, has been crucial in positioning Scoobeee Day Garments for sustained success in an ever-evolving industry. His focus on operational excellence, organizational development, and seizing new opportunities has helped foster a culture of continuous growth and improvement.
Terms and Conditions of appointment, details of last salary drawn and	Liable to Retire by Rotation Remuneration - Nil	Re-appointment of Mr. Satheesh Kumar Gopa Kumar for term of five years 14 th August, 2025 to 13 th August, 2030, subject to	Not liable to retire by rotation Remuneration: upper limit of Rs. 20,00,000/-

remuneration sought to be paid		approval of members of the company, not liable to retire by rotation. Remuneration - Nil	per annum
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Number of the Meetings of the Board attended during the year	5 out of 5	4 out of 5	5 out of 5
Disclosure of relationship between directors inter se, Manager and other KMPs of the company	Nil	Nil	Nil
Shareholding as on 31.03.2025	Nil	Nil	Nil
Directorships (excluding Scoobee Day Garments (India) Limited)	1.Sara Spices Private Limited 2.Kitex Limited 3.Anna Aluminium Company Private Limited 4.Jacs Metals Private Limited 5.Meckamkunnel Energy Private Limited 6.Anna Renewable Energy Private Limited 7.Anna Aluminium Private Limited	Nil	1. Kitex Childrenswear Limited 2.Kitex Garments Limited 3.Kitex Building Systems Limited
List of Membership on other Board (Listed entities excluding Scoobee Day Garments (India) Limited)	Nil	Nil	1.Kites Garments Limited
Committees (Listed entities excluding Scoobee Day Garments (India) Limited)	Nil	Nil	1
Skills and capabilities	Understanding of Business Industry,	The independent Director possess over 38 years of	For nearly three decades, Mr. Narayanan

required for the role and the manner in which the independent director meets such requirements	Leadership and Entrepreneurship, Corporate Governance, Technology and Critical & Innovative Thoughts.	diverse experience in the Finance function across leading organizations in the FMCG, Consumer Durables, and Service sectors. He brings deep industry knowledge, strong governance experience, and a proven ability to guide strategic decision making. His expertise, experience and partnerships make him well suited to meet the requirements of the role.	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.
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Annexure B

INFORMATION REQUIRED UNDER REGULATION 23 OF THE SEBI LISTING REGULATIONS READ WITH SEBI MASTER CIRCULAR SEBI/HO/CFD/POD2/CIR/P/0155 NOVEMBER 11, 2024 IS PROVIDED HEREWITH:

Ratification of transaction during FY 2024-25

(i)	Name of the related party	Kitex Limited	Kitex Garments Limited	Anna Aluminium Company Private Limited	Sara Spices Private Limited
(ii)	Nature of relationship	The director of the Company Mr. Dony Dominic is also a director of Kitex Limited and our promoters Mr. Bobby M Jacob and Mrs. Minny Bobby holds majority shares of Kitex Limited.	The director of the Company Mr. K L V Narayanan is also a director of Kitex Garments Limited and the relative of promoters holds shares in Kitex Garments Limited.	Major shareholder of the Company	The promoters of the Company Mr. Bobby M Jacob and Mrs. Minni Bobby Jacob are the directors and shareholders of the Company Sara Spices Private Limited
(iii)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement	Purchase/ Sale/ Job work or any marketing, tie agreements for garments and textile items Duration: 5 Years	Purchase/ Sale/ Job work or any marketing, tie agreements for garments and textile items Duration: 5 Years	Purchase/ Sale/ Job work or any marketing, tie up/ agreements for Aluminium, steel and other ferrous or non-ferrous metal products including roofing sheets and related materials Duration: 5 Years	Purchase/ Sale/ Job work or any marketing, tie up/agreements for garments and textile items
(iv)	Material terms, particulars of the contract or arrangement;	Rs. 1000,000,000/- (Rupees One Hundred Crore) per annum	Rs. 500,000,000/- (Rupees Fifty Crore) per annum	500,000,000/- (Rupees Fifty Crores only)	Purchase of Goods
(v)	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	10,03,31,335.59	2,45,06,040.46	28,82,78,654.00	-32,44,500.96

(vi)	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing and other commercial terms are in the ordinary course of business at arm's length basis	The pricing and other commercial terms are in the ordinary course of business at arm's length basis	The pricing and other commercial terms are in the ordinary course of business at arm's length basis	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	All factors considered	All factors considered	All factors considered
(viii)	Any other information relevant or important for the members to take a decision on the proposed resolution	-	-	-	-

Annexure C

INFORMATION REQUIRED UNDER REGULATION 23 OF THE SEBI LISTING REGULATIONS READ WITH SEBI MASTER CIRCULAR SEBI/HO/CFD/POD2/CIR/P/0155 NOVEMBER 11, 2024 IS PROVIDED HEREWITH

(i)	Name of the related party	Kitex Limited	Anna Aluminium Company Private Limited	Kitex Garments Limited
(ii)	Nature of relationship	The promoters of the Company Mr. Bobby M Jacob and Mrs. Minni Bobby Jacob and Director Mr. Jeff Jacob are the directors and shareholders of the Company	The promoters of the Company Mr. Bobby M Jacob and Mrs. Minni Bobby Jacob Directot Mr. Jeff Jacob are the directors and said promoters are the shareholders of the Company	The promoters of the Company Mr. Bobby M Jacob and Mrs. Minni Bobby Jacob are the Shareholders of the company
(iii)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement	Purchase/ Sale/ Job work or any marketing, tie up/agreements for garments and textile items Duration: 1 Year	Purchase/ Sale/ Job work or any marketing, tie up/ agreements for garments and textile items Duration: 1 Year	Purchase/ Sale/ Job work or any marketing, tie up/ agreements for garments and textile items Duration: 1 Year
(iv)	Material terms, particulars of the contract or arrangement;	Rs. 150,00,00,000/- (Rupees One Hundred Crore Fifty Lakhs) per annum	Rs. 100,00,00,000/- (Rupees One Hundred Crore) per annum	Rs. 100,00,00,000/- (Rupees One Hundred Crore) per annum
(v)	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	-	-	-
(vi)	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the	The pricing and other commercial terms are in the ordinary course of business at arm's length basis	The pricing and other commercial terms are in the ordinary course of business at arm's length basis	The pricing and other commercial terms are in the ordinary course of business at arm's length basis

	contract			
(vii)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	All factors considered	All factors considered	All factors considered
(vii i)	Any other information relevant or important for the members to take a decision on the proposed resolution	-	-	-



DIRECTORS' Report

Dear Members,

Your Directors are pleased to present the 31st Annual Report on the business and operations of the company (SDGIL) together with the Audited Financial Statements for the financial year ended March 31, 2025.

1. CORPORATE OVERVIEW AND GENERAL INFORMATION

Scoobee Day Garments (India) Limited – formerly known as Victory Paper and Boards (India) Limited – has undergone a remarkable transformation since its inception. Incorporated on August 9, 1994, as a public limited company under the Companies Act, 1956, the company originally focused on establishing an environmentally sustainable paper mill utilizing waste paper and innovative de-inking technology. This eco-conscious initiative marked its initial foray into industrial operations, with the company receiving its certificate of commencement of business on December 16, 1994.

A pivotal moment in the company's history occurred in September 2017, when it was acquired by the promoters of the Anna Group of Companies—Mr. Bobby M. Jacob, Mrs. Minni Bobby Jacob, and Anna Aluminium Company Pvt. Ltd. This strategic acquisition not only shifted the ownership structure but also redefined the company's operational focus and long-term vision.

As part of its renewed direction under the Anna Group, the company acquired a garment manufacturing facility in Karur, Tamil Nadu, in December 2018. This state-of-the-art plant was designed to meet the exacting standards of international and domestic clients and was equipped with integrated residential facilities for workers, reflecting a commitment to employee welfare and operational efficiency. This acquisition marked the company's entry into the textile and garment manufacturing sector, positioning it as a competitive player in the apparel supply chain.

The Anna Group, with a legacy spanning over 50 years, originally established itself in the Aluminium industry and has since diversified into multiple sectors, including food processing, spices, and textiles. The group's diversified portfolio includes trusted brands such as Kitex, which produces school and travel bags under the Scoobee Day and Trawellday labels. In the food segment, Sara Spices, founded in 1979, specializes in spice processing and distribution. Additionally, the Group manufactures a wide range of aluminium-based products, including utensils, extrusions, and roofing materials, through advanced manufacturing infrastructure.

Following the acquisition of the Karur plant, Scoobee Day Garments (India) Limited expanded its operations into two core business verticals: garment manufacturing and roofing solutions. In 2018, the company forayed into the roofing materials market, producing and distributing aluminium and galvanized iron (GI) sheets, primarily catering to demand within Kerala. A year later, in 2019, the company began manufacturing ready-made garments, targeting both the domestic market and global export clients. In line with its evolved business strategy and diversified product offerings, the company underwent a rebranding initiative.

Today, Scoobee Day Garments (India) Limited is firmly established as a specialist in the export of high-quality baby garments, a niche segment that demands strict compliance with international standards of quality and safety. The company exclusively uses 100% pure cotton, ensuring its products are soft, breathable, and gentle on infants' sensitive skin. Advanced technologies in dyeing and printing are employed to create garments that are non-allergenic, durable, and comfortable, reflecting a strong commitment to quality assurance and consumer safety.

Driven by a philosophy of long-term partnerships, the company focuses on building enduring relationships with international buyers. Its competitive edge lies in its robust infrastructure, technical expertise, and stringent quality control systems, enabling it to consistently deliver value and reliability in a dynamic global market.

2. FINANCIAL SUMMARY AND STATE OF COMPANY'S AFFAIRS

The Audited Financial Statements of your Company as on 31st March, 2025 are prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The summarized financial highlights are depicted below:

(Figures in 000's)

Particulars	31.03.2025	31.03.2024
Revenue from operations	4,65,028.37	4,07,671.99
Other Income	6,041.59	2,241.11
Total Income	4,71,069.96	4,09,913.10
Operating Profit/(Loss) before exceptional items	5,487.51	39,472.58
Exceptional Items	21,659.43	-
Profit/(Loss) before taxes	27,146.94	39,472.58
Tax expense/ Credit (Incl. Deferred Tax)	8,048.42	2,818.99
Profit/(Loss) after tax	19,098.52	36,653.59

The company during the year reported total income of Rs.4710.70 lakhs as against Rs. 4099.13 lakhs in the previous year. The net profit after tax amounted to Rs. 190.98 lakhs as against Rs. 366.53 lakhs in the previous year.

There are no material changes or commitments affecting the financial position of the company between the end of the financial year and the date of this report.

There were no material events that had an impact on the affairs of your company. There is no change in the nature of your Company's business during the year under review.

3. SHARE CAPITAL

As at the end of the year, following is the status of share capital:

1.* Authorised Share Capital: Rs.18,00,00,000 (Rupees Eighteen Crores), divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of Rs. 10/- each.

2. Paid up Capital: 13,50,00,000 (Rupees Thirteen Crores Fifty Lakhs) divided into 1,35,00,000 (One Crore Thirty-Five Lakhs) equity shares of Rs. 10/- each.

* The existing authorized share capital was fully subscribed and paid-up, necessitating an increase to accommodate future capital-raising initiatives. The Company plans to issue additional equity shares through rights issues, in accordance with applicable laws and regulatory guidelines. In order to facilitate further capital raising for the purposes of loan repayment and to support the Company's long-term strategic growth plans, the Company proposed an increase in its authorized share capital.

Accordingly, an Extra-Ordinary General Meeting (EGM) of the shareholders was convened on 17th March, 2025, where the members approved the increase in the Authorized Share Capital of the Company from Rs. 13,50,00,000 (Rupees Thirteen Crores Fifty Lakhs) divided into 1,35,00,000 (One Crore Thirty-Five Lakhs) equity shares of Rs. 10/- each, to Rs. 18,00,00,000 (Rupees Eighteen Crores) divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of Rs. 10/- each.

4. DIVIDEND AND RESERVES

Considering the carried forward loss and the need to conserve resources, the Directors consider it prudent not to recommend payment of any dividend to the members for the year ended 31st March, 2025. During the year under review, the company has not transferred any amount to any of the reserves maintained by the company and there were no amounts to be transferred to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of Section 124 (5) of the Companies Act, 2013 (the Act).

5. CREDIT RATING

Total Bank Loan Facilities Rated	Rs.30.9 Crore
Long Term Rating	Crisil BB-/Stable
Short Term Rating	Crisil A4+

6. FINANCIAL STATEMENTS

Your Company has consistently applied applicable accounting policies during the year under review. The Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company discloses standalone financial results on a quarterly basis which are subjected to limited review and publishes standalone audited financial statements on an annual basis. There were no revisions made to the financial statements during the year under review.

7. RELATED PARTY TRANSACTIONS

All transactions or arrangement entered into with the related parties for the year under review were on arm's length basis and in the ordinary course of business. Hence the provisions of Section 188 of the Companies Act, 2013 and the Rules Made thereunder are not attracted. Accordingly, the disclosure of Related Party Transactions as required under Section 134 (3) (h) of the Companies Act, 2013 in Form AOC 2 is enclosed as **Annexure C**.

However certain related party transactions were considered as material in accordance with the Company policy on materiality of related party transactions and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for which approved by shareholders at Annual General Meeting. The company has developed a framework through Standard Operating Procedures for the purpose of identification and monitoring of such Related Party Transactions.

All Related Party Transactions were placed before the Audit Committee and also before the Board for their approval. Prior approval of the Audit Committee was obtained for the transactions which were of a repetitive nature. The transactions entered into pursuant to the approval so granted were reviewed and statements giving details of all related party transactions were placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

All Related Party Transactions were placed before the Audit Committee as also to the Board for approval. The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company viz., [http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508285_Policy_o
n_Related_Party_Transactions.pdf](http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508285_Policy_on_Related_Party_Transactions.pdf).

The Members may refer to Note 33.5 to the Standalone Financial Statements which sets out the related party disclosures as per the Indian Accounting Standards.

8. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS BY THE COMPANY.

During the year under Report, your company has not given directly or indirectly any loan to any person or other body corporate or has given any guarantee or provide security in connection with a loan to any other body corporate or person and has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as prescribed under section 186 of the Companies Act, 2013.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition

As on March 31, 2025, the Board of Directors of the Company comprises of Six Directors, of which one Executive and five are Non- Executive Directors, which includes, three Independent Directors. The composition of the Board of Directors is in compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Act.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

All the Directors have also affirmed that they have complied with the Company's Code of Business Conduct & Ethics. In terms of requirements of the Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company's businesses, which are detailed in the Report on Corporate Governance. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs.

In the view of the Board, all the directors possess the requisite skills, expertise, integrity, competence, as well as experience considered to be vital for business growth. The detailed analysis of various skills, qualifications and attributes as required and available with the Board has been presented in the Corporate Governance Report.

As per the provisions of Section 203 of the Act, following are the Key Managerial Personnel of the Company as on the date of this Report:

1. Mr. K L V Narayanan –Managing director
2. Mrs. Zaphia Fareed- Chief Financial Officer, and
3. Mrs. Alphonsa Jose - Company Secretary and Compliance Officer

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Jeff Jacob (DIN: 08652962), Non-Executive Director retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible offers himself for re-appointment.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirms that:

- a) in the preparation of the Annual Accounts for the year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the Profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. ANNUAL PERFORMANCE EVALUATION

Your Company believes that the process of performance evaluation at the Board level is pivotal to its Board engagement and effectiveness. The Nomination and Remuneration Policy of the Company empowers the Board to formulate a process for effective evaluation of the performance of individual directors, Committees of the Board and the Board as a whole pursuant to the provisions of the Act and Regulation 17 and Part D of Schedule II to the Listing Regulations.

The Board has carried out the annual performance evaluation of its own performance, of Committees of the Board and of the Directors individually. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specified duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of Independent Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company.

The Independent Directors of the Company met on August 12, 2024, without the presence of Non-Independent Directors and members of the management to review the performance of Non-Independent Directors and the Board of Directors as a whole; review the performance of the Managing Director of the Company and to assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

Dedicated time was reserved for Board feedback on the agenda. Board interaction between meetings was stepped up through Board calls on various topics. Specific items were also added in the Board agenda from a governance perspective.

12. POLICY ON NOMINATION AND REMUNERATION AND PERFORMANCE

The Board of Directors have framed a Nomination and Remuneration policy which lays down a framework for determining the qualifications, positive attributes, Independence of a Director and the policy on remuneration of Directors, Key Managerial Personnel, Senior Management Employees including functional heads and other employees. The Nomination and Remuneration Policy is available on the website of the company in the web link: http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508044.Nomination_Remuneration_and_Evaluation_Policy.pdf.

The policy lays emphasis on the importance of diversity within the Board, encourages diversity of thought, experience, background, knowledge, ethnicity, perspective, age and gender at the time of appointment.

The Nomination and Remuneration policy is directed towards rewarding performance, based on achievement of goals. It is aimed at attracting and retaining high calibre talent.

The salient features of the Nomination and Remuneration policy are as follows:

- a. The policy has been framed in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. The policy spells out the criteria for determining qualifications, positive attributes, and independence of a Director and the remuneration of Directors, Key Managerial Personnel and Senior Management including functional heads.
- c. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
- d. No Independent Director shall hold office for more than two consecutive terms of maximum 5 years each. In the event the same person is to be appointed as an Independent Director after two consecutive terms of five years, a cooling period of 3 years is required to be fulfilled.

e. The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

f. The remuneration/ commission shall be in accordance with the statutory provisions of the Companies Act, 2013 and the rules made thereunder for the time being in force.

g. Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

h. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and the Nomination and Remuneration Committee shall amend this Policy accordingly.

13. MEETINGS OF THE BOARD AND ITS COMMITTEES.

The Board met five times during the year under review and has accepted all recommendations made to it by its various committees.

The details of the number of meetings of the Board held during the Financial Year 2024-25 and the attendance of Directors form part of the Report on Corporate Governance.

14. COMMITTEES OF THE BOARD

The Board of Directors has the following Committees as on March 31, 2025:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Committee of Directors (Stakeholders' Relationship Committee)
- d) Corporate Social Responsibility Committee

The details of the Committees of the Board along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report forming part of this Annual Report FY 2024-25.

15. AUDITORS & REPORTS OF THE AUDITORS

Statutory Auditor

M/s Varma and Varma, Chartered Accountants, (FRN: 004532S) Daiwik Arcade, Thiruvambady Road, Punkunnam, Thrissur – 680002 was appointed as Statutory Auditor of

the Company for a period of five consecutive years at the 30th Annual General Meeting (“AGM”) of the Company to hold office till the conclusion of 35th Annual General Meeting at a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditor.

The Statutory Audit Report forms part of the Annual Report. There is no qualification, disclaimer, reservation or adverse remark made by the Statutory Auditor in Auditor’s Report.

During the year under review, there were no instances of fraud which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

The company was not required to maintain cost records as prescribed under Sub- section (1) of Section 148 of the Companies Act, 2013.

a) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Company had appointed M/s CaesarPintoJohn & Associates LLP, Company Secretaries to undertake the Secretarial Audit of the Company for the FY 2024-25, based on consent received from M/s CaesarPintoJohn & Associates LLP, Company Secretaries. The Secretarial Audit Report is annexed as **Annexure ‘A’** and forms an integral part of this Report.

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Annual Secretarial Compliance Report of the Company is uploaded on the website of the company.

http://scoobeedaygarments.com/kvpbil_uploads/finance/290525025650Scoobee_ASCR_31.03.2025.pdf

The Secretarial Audit Report and Secretarial Compliance Report for FY 2024-25, do not contain any qualification, reservation, or adverse remark.

Further in Compliance with Regulation 24A of SEBI Listing Regulations, and Section 204 of the Companies Act, 2013, the Board of Directors, at their meeting held on May 21, 2025, has approved the appointment of M/s CaesarPintoJohn & Associates LLP, Company Secretaries holding Peer Review Certificate No. 2148/2022 as Secretarial Auditor, with effect from April 1, 2025, for a period of 5 years and fix their remuneration, subject to the approval of the members at the ensuing Annual General Meeting of the Company. The Board has recommended his appointment for approval of the Members at the ensuing Annual General Meeting.

Brief profile and other details of M/s CaesarPintoJohn & Associates LLP, Company Secretaries are disclosed in the AGM Notice approved by the Board.

16. INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY

Internal Financial Control and Risk Management are integral to the Company's strategy and for the achievement of the long-term goals. Company's success as an organisation depends on its ability to identify and leverage the opportunities while managing the risks. In the opinion of the Board, the Company has robust internal financial controls which are adequate and effective during the year under review.

Your Company has an effective internal control and risk-mitigation system, which is constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is strong and commensurate with its size, scale and complexities of operations.

M/s. Nimmy Michael & Associates, Chartered Accountants, Ernakulam was the Internal Auditors of the Company for the financial year 2024-25.

Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high risk areas. Critical functions are reviewed rigorously, and the reports are shared with the Management for timely corrective actions, if any. The major focus of internal audit is to review business risks, test and review controls, assess business processes besides benchmarking controls with best practices in the industry.

The Audit committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and also appraised of the internal audit findings and corrective actions. The Audit Committee of the Board of Directors, Statutory Auditors and Business Heads are periodically apprised of the internal audit findings and corrective actions.

17. VIGIL MECHANISM/WHISTLE BLOWER POLICY.

Your Company is focused to ensure that ethics continue to be the bedrock of its corporate operations. It is committed to conducting its business in accordance with the highest standards of professionalism and ethical conduct in line with the best governance practices. The Company has a Whistle blower Policy in compliance with the provisions of Section 177(10) of the Act and Regulation 22 of the Listing Regulations.

The Policy also provides adequate protection to the Directors, employees and business associates who report unethical practices and irregularities. The Policy provides details for direct access to the Chairman of the Audit Committee. Any incidents that are reported are investigated and suitable action is taken in line with the Whistle Blower Policy.

The vigil mechanism/ Whistle Blower is disclosed in the website of the company viz http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210506182_Wistle_Blower_policy_and_vigil_mechanism.pdf.

18. CORPORATE SOCIAL RESPONSIBILITY

The Company has set up corporate social responsibility Committee in pursuance of the provisions of section 135 and Rules thereto and schedule VII of the Companies Act, 2013.

The Corporate Social Responsibility Committee had constituted on 11.08.2023 with the following members:-

Mr. K L V Narayanan –Chairman

Mr. Dony Dominic – Member

Mr. Satheesh Kumar Gopa Kumar – Member

A Corporate Social Responsibility Policy in line with Section 135 and Schedule VII of the Companies Act, 2013 has been framed which includes activities to be undertaken by the Company as specified in Schedule VII and has been approved by the Board.

CSR Committee recommends the amount of expenditure to be incurred on the activities and monitors the Corporate Social Responsibility Policy of the Company from time to time.

As a responsible company, Scoobee Day Garments firmly believes in contributing actively for the social welfare of people in Kizhakkambalam Panchayath. The CSR Policy is disclosed in the website of the company as approved by the Board of Directors on 11.08.2023, http://scoobeedaygarments.com/kvpbil_uploads/downloads/190823101113Scoobeeday_CSR_Policy.pdf.

CSR Applicability

Since the Company did not meet any criteria under section 135 of the Companies Act, 2013, it was not obligated to contribute towards CSR activities during FY 2024-25. However, the Company is committed to build its CSR capabilities on a sustainable basis and undertake CSR activities as and when the opportunity arises.

The Annual Report on Corporate Social Responsibility u/s 135 of the Companies Act, 2013 is not required to be given as the Company was not required to contribute towards CSR activities during FY 2024-25.

19. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.

In compliance of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace.

The Company is committed to providing a safe and conducive work environment to all its employees and associates. All women employees whether permanent, temporary or contractual are covered under the above policy. An Internal Complaints Committee (ICC) has been set up in compliance with the POSH Act. During the year under review, no complaints were reported to the Board.

- i. Number of Sexual Harassment Complaints received - NIL
- ii. Number of Sexual Harassment Complaints disposed off - NIL
- iii. Number of Sexual Harassment Complaints beyond 90 days - NIL

The said policy has been uploaded on the website portal of the Company for information of all employees at [http://scoobeedaygarments.com/kvpbil/uploads/downloads/080624035059Sexual Harassment Policy.pdf](http://scoobeedaygarments.com/kvpbil/uploads/downloads/080624035059Sexual%20Harassment%20Policy.pdf).

20. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the Listing Regulations is provided in a separate section and forms an integral part of this Report as **Annexure F**.

21. CORPORATE GOVERNANCE REPORT

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report as **Annexure G**.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

23. COMPLIANCE WITH SECRETARIAL STANDARDS.

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

24. ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014, certified copy of Annual Return as at March 31, 2025 will be hosted on the website of the company after filing with ROC in the following web link [http://scoobeedaygarments.com/investors.p hp](http://scoobeedaygarments.com/investors.php).

25. STATEMENT OF DECLARATION GIVEN BY INDEPENDENT DIRECTORS.

All the Independent Directors have given a declaration that they meet the criteria of independence as laid down under Section 149 of the Act. In the opinion of the Board, all the Independent Directors possess the integrity, expertise and experience including the proficiency required to be Independent Directors of the Company, fulfill the conditions of independence as specified in the Act and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Act. The Company has received declaration from Independent Directors in accordance with Section 149(7) of the Act, that he meets the criteria of independence as laid out in Section 149(6) of the Act.

The Board of Directors is of the opinion that all the Independent Directors meet the criteria regarding integrity, expertise, experience and proficiency. In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs ("IICA")

26. FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

The Company, from time to time, familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, its products etc. and updates them through various programme on changes / developments in the corporate and industry scenario including those pertaining to statutes / legislation and on matters affecting the Company, to enable them to take well informed decision and discharge their duties and responsibilities in an efficient manner and to contribute significantly towards the growth of the Company.

Further, all Independent Directors are taken through a detailed induction and familiarization programme at the time of their appointment on the Board of the Company. The induction programme is an exhaustive one that covers the history, culture, background of the Company and its growth over the last several decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions.

The detail of familiarization programme is disclosed on the website of the Company and is available at

http://scoobeedaygarments.com/kvpbil_uploads/downloads/200223014909Familiarization Programme and status.pdf

27. MANAGERIAL REMUNERATION

The Remuneration Policy for selection of Directors and determining their independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying the persons who are qualified to become the Directors. Your Company's Remuneration Policy is directed towards rewarding performance based on review of achievements. None of the employees employed throughout the financial year is in receipt

of remuneration of Rs.1 Crore and Two lakhs in aggregate or more and none of the employees employed for part of the year are in receipt of Rs. Eight Lakhs and Fifty Thousand per month or more as specified under Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The statement of Disclosure of Remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") forms part of the Corporate Governance Report and is annexed to this Report as **Annexure G**.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members.

Your Company's policy on directors' appointment and remuneration and other matters ("Remuneration Policy") pursuant to the provisions of Section 178(3) of the Act is available on the website of your Company at: http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508044_Nomination Remuneration and Evaluation Policy.pdf.

28. RISK MANAGEMENT POLICY

The Board of directors review/assess the risk profile of the company on a continual basis with respect to its current business environment. The Audit Committee has additional oversight in the area of financial risks and controls.

29. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

There are no companies which have ceased to be its Subsidiaries, joint ventures or associate companies during the year under review.

30. ISSUE OF SWEAT EQUITY SHARES

The Company has not issued Sweat Equity Shares during the year under review and hence the disclosure as required under Section 54 read with rule 8(13) of Companies (Share Capital and Debentures) Rules, 2014 is not required to be made.

31. STATUTORY INFORMATION AND OTHER DISCLOSURES

(a) The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed as Annexure B and forms an integral part of this Report.

(c) The Company has not accepted any deposits, within the meaning of Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 as amended.

(d) There were no frauds committed against the Company during FY 2024-25 by its officers or employees which are required to be disclosed as per Section 143(12) of the Companies Act, 2013.

(e) The provisions of section 148(1) of the Companies Act, 2013 are not applicable to the Company and accordingly the Company was not required to maintain cost accounts and records in respect of the applicable products for the year ended March 31, 2025

(f) During the year ended we had complied with provisions of Maternity Benefit Act and the disclosures with respect to the same is disclosed under:

a) Paid maternity leave: Nil

b) Medical bonuses: Nil

c) Nursing breaks: Nil

d) Creche facilities (where applicable): Nil

During the period under review there were 16 female employees and 192 male employees in the company.

32. ACKNOWLEDGEMENT

Your Directors thank the Government of India, the State Governments, and various regulatory authorities for their co-operation and support to facilitate ease in doing business.

Your Directors also wish to thank its customers, business associates, distributors, suppliers, investors and bankers for their continued support and faith reposed in the Company.

Your Directors wish to place on record deep appreciation, for the contribution made by the employees at all levels for their hard work, commitment and dedication towards the Company. Their enthusiasm and untiring efforts have enabled the Company to scale new heights.

For and on behalf of the Board of Directors of
Scoobee Day Garments (India) Limited

Sd/-

Sd/-

K L V Narayanan

Dony Dominic

Managing Director

Director

DIN: 01273573

DIN: 03588411

Place: Kizhakkambalam

Date: 26.08.2025

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
SCOOBEE DAY GARMENTS (INDIA) LIMITED
666/12, Anna Aluminium Building,
Kizhakkambalam, Aluva, Ernakulam,
Kerala - 683562

We, CaesarPintoJohn & Associates LLP, Company Secretaries, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SCOOBEE DAY GARMENTS (INDIA) LIMITED [CIN: L27100KL1994PLC008083]** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **SCOOBEE DAY GARMENTS (INDIA) LIMITED** ("the Company") for the financial year ended on 31.03.2025 according to the provisions of:

- (i) The Companies Act, 2013 and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. However, there is no new Foreign Direct Investment

during the period under review. Moreover, there are no Overseas Direct Investments and External Commercial Borrowings.

- (v) The following Regulation and Guideline prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- (a) The Securities and Exchange Board of (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ;

The Management has identified and confirmed the following law as specifically applicable to the Company:

1. Factories Act, 1948
2. Industries (Development & Regulation) Act, 1951 and the Regulations and Bye-laws framed there under;
3. The Water (Prevention and Control of Pollution) Act 1974 and the Regulations and Bye-laws framed there under;
4. The Air (Prevention and Control of Pollution) Act, 1981 and the Regulations and Bye-laws framed there under;
5. The Environment (Protection) Act, 1986 and the Regulations and Bye-laws framed there under;
6. The Textiles (Development and Regulation) Order, 2001

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review, the Company has complied and generally observed the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive directors, Non- executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and at shorter notice in certain cases in accordance with the provisions of the Act and Secretarial Standards, and

a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There were no dissenting views on any decisions of the Board, as recorded in the Minutes of Board meetings.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review the Board of Directors of the Company at its meeting held on March 27, 2025 has proposed for fund raising on a rights basis ("Rights Issue") for an amount aggregating up to ₹ 5000 Lakhs (Rupees Fifty Crores Only), subject to receipt of regulatory/statutory approvals, in accordance with the applicable laws including the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, SEBI LODR Regulations and the Companies Act, 2013 and rules made thereunder, as amended from time to time and approved other related matters. The Company has received the in-principle approval from BSE Limited (the "Stock Exchange") vide its letter dated August 14, 2025 for the Rights Issue.

We further report that during the audit period there were no instances of:

- i. Right / Preferential issue of shares / debentures / sweat equity;
- ii. Redemption / buy-back of securities other than mentioned above;
- iii. Major decisions taken by the members in pursuance to Section 180 of the Act;
- iv. Merger / amalgamation / reconstruction etc.;
- v. Foreign technical collaborations.

This report is to be read with **Annexure A** of even date and the same forms an integral part of this report.

**For CaesarPintoJohn
& Associates LLP
Company Secretaries**

**Sd/-
Nikhil George Pinto
Partner
M. No. F11074
CP. No. 16059**

**Peer Review Certificate No. 2148/2022
Kochi
26.08.2025
UDIN: F011074G001085499**

Annexure A**ANNEXURE TO THE SECRETARIAL AUDIT REPORT OF EVEN DATE**

To

The Members

SCOOBEE DAY GARMENTS (INDIA) LIMITED

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

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of the secretarial records is the responsibility of the management of the Company. Our responsibility as Secretarial Auditors is to express an opinion on these records, based on our audit.
2. During the audit, we have followed the practices and processes as were appropriate, to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the process and practices we followed provide a reasonable basis for our report.
3. The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.
4. We have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc., wherever required.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of management. Our examination was limited to the verification of the procedures and compliances on test basis.
6. While forming an opinion on compliance and issuing the Secretarial Audit Report, we have also taken into consideration the compliance related actions taken by the Company after 31st March 2025 but before issue of the Report.
7. We have considered actions carried out by the Company based on independent legal/professional opinion as being in compliance with law, wherever there was scope for multiple interpretations.

**For CaesarPintoJohn
& Associates LLP
Company Secretaries**

Sd/-

**Nikhil George Pinto
Partner
M. No. F11074
CP. No. 16059**

**Peer Review Certificate No. 2148/2022
Kochi
26.08.2025
UDIN: F011074G001085499**

Annexure B

Information as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 forming part of the Board's Report for the year ended 31st March, 2025.

(A) Statement on Conservation of Energy

Sl. No.	Particulars	Related disclosures
I	Steps taken or impact on conservation of energy	Replacement of all conventional tube lightings with LED Lamps thereby saving energy to considerable extent. Replacement of all conventional CFL/Filament bulbs with LED bulbs thereby saving energy to considerable extent Reduction in additional consumption of water due to rain water saving Optimum usage of various machines to reduce consumption of energy
ii	Steps taken by the company for utilizing alternate sources of energy	Installation of roof ventilation system at factory for air circulation.
iii	Capital investment on energy conservation equipment's	Investments are made/ being made in various process to achieve the objective of reducing energy consumptions.

(B) Technology absorption –NIL**(C) C. Foreign Exchange Earnings and Outgo –**

Particulars	FY 2024-25(in Rs.)	FY 2023-24 (in Rs.)
Foreign Exchange Earnings	11,66,40,164.52	7,34,62,383.27
Foreign Exchange Outgo	16,65,323.45	27,34,114.70

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

Place : Kizhakkambalam
Date: 26.08.2025

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

Sd/-
Dony Dominic
Director
DIN: 03588411

Annexure C

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto:

Sl. No.	Name(s) of the related party & nature of relationship	Nature of contracts / arrangements / transaction	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangement or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188
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There were no contracts or arrangements or transactions entered into during the financial year ended 31st March, 2025, which were not at arm's length basis

1. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name(s) of the related party & nature of relationship	Nature of contracts / arrangements / transaction	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transaction including the value, if any.	Date of approval by the Board	Amount paid as advances, if any
1	Kitex Limited CIN: U74140KL1975PLC002744 PAN: AABCK1586D Enterprises owned or significantly influenced by key management personnel or their relatives	Sales and Income	Ongoing	Approved for 5 years term for transaction value Rs.100 Crores per annum	Board-25.08.2020	NIL
		Sale of Fixed Assets	Ongoing		AGM-	
		Purchase of Goods	Ongoing		28.09.2020	
		Purchase of Assets	Ongoing			
		Expenditure on services	Ongoing			
		Inter Corporate Loan Received/Repaid	Ongoing			

2	Anna Aluminium Company Private Limited CIN: U27203KL2005PTC018923 PAN: AAFCA6562R Enterprises owned or significantly influenced by key management personnel or their relatives	Sales and Income	Ongoing	Approved for 5 years term for transaction value of Rs. 50 Crores per annum	Board- 25.08.2020 AGM- 28.09.2020	NIL
		Sale of Fixed Assets	Nil			
		Purchase of Assets	Ongoing			
		Expenditure on services	Nil			
		Inter Corporate Loan Received/Repaid	Ongoing			
3	Kitex Garments Limited CIN: L18101KL1992PLC006528 PAN: AABCK0714F Enterprises owned or significantly influenced by key management personnel or their relatives	Sales and Income	Ongoing	Approved for 5 years term for transaction value of Rs. 50 Crores per annum	Board- 25.08.2020 AGM- 28.09.2020	NIL
		Sale of Fixed Assets	Nil			
		Purchase of Goods	Nil			
5	Sara Spices Private Limited CIN: U15490KL2016PTC047132 PAN: AAXCS7461B Enterprises owned or significantly influenced by key management personnel or their relatives	Purchase of Goods	Nil	Approved at the Audit Committee meeting		Nil

Note:

(1) Appropriate approvals have been taken for related party transaction. Advances paid if any have been adjusted against billing wherever applicable.

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

Sd/-

Sd/-

Place :Kizhakkambalam
Date: 26.08.2025

K L V Narayanan
Managing Director
DIN: 01273573

Dony Dominic
Director
DIN: 03588411



Annexure D

DETAILS PERTAINING TO THE REMUNERATION, AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, AS AMENDED FROM TIME TO TIME, FOR THE FINANCIAL YEAR 2024-25

A. Details as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

	Name	Designation	Ratio
1	K L V Narayanan	Managing Director	25.83

(* None of the other Directors are drawing remuneration from the Company.)

b) The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

	Name	Designation	%
1	Zaphia T Fareed	Chief Financial Officer	-
2	Alphonsa Jose	Company Secretary	5

1. The percentage increase in the median remuneration of employees in the financial year:
The median remuneration of the employees in the financial year were increased by 5%.
2. The number of permanent employees on the rolls of company as on 31.03.2025 is 664
3. Average percentile increase already made in salary of employees other than the managerial personnel was 10%, as against a percentile increase in managerial remuneration 5% in the last financial year.
4. It is hereby affirmed that the remuneration paid is in accordance with the remuneration policy of the Company

B. Details as per Rule 5 (2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Sl.No	Name	Gross Salary (Lakhs)	Designation	Qualification	Experience (Years)	Previous Employment	Date of Joining	Age
1	SUMESH SURENDRA NAIK	14.07	GM-OPERATIONS	BE	25	ALOK INDUSTRIES	03.06.2024	46
2	SENTHAMIZHSELVANS	4.62	GM - OPERATIONS	B.TECH	25	JG HISTORY PVT LTD	17-01-2024	46
3	VARUN R	11.28	MERCHANDISING MANAGER	DHT	9	TSK GARMENTS	08-05-2023	41
4	ALPHONSA JOSE	9.55	COMPANY SECRETARY AND COMPLIANCE OFFICER	COMPANY SECRETARY	12	PRMA INDUSTRIES LTD	11-04-2023	35
5	JETTO JOSEPH	8.20	MANAGER-ACCOUNTS	M.COM	22	INDEL AUTOMOTIVE PVT LTD	22-01-2024	43
6	VIJAYAN C R	5.11	PRODUCTION MANAGER	SSLC	43	JORDAN UNITE CREATION	15-02-2021	59
7	SADHU SWAMINATHAN	1.31	MANAGER	DIPLOMA	33	SHAHI EXPORTS	02.09.2024	56
8	M RAMESHKUMAR	7.13	MANAGER-KNITTING	BA- HISTORY	29	POPPYS KNITWEAR (P) LTD	07-03-2022	52
9	DENCILIN FARIA	4.15	SALES HEAD	BBA	13	KALLIYATH GROUP(BHARAT TMT)	13-01-2024	32
10	RAJESH	1.23	INDUSTRIAL ENGINEER	B-TECH	14	STANFAB APPARELS	14.06.2023	36

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

Sd/-

K L V Narayanan
Managing Director

DIN: 01273573

Sd/-

Dony Dominic
Director

DIN: 03588411

Place : Kizhakkambalam
Date: 26.08.2025

Annexure F

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Scoobee Day Garments (India) Limited is primarily involved in the business of Garments and Aluminium/ Galvanized Iron roofing sheet and accessories.

APPAREL MARKET – GLOBAL & INDIAN

India is the world's second-largest producer of textiles and garments. It is also the fifth-largest exporter of textiles spanning apparel, home, and technical products. The textiles and apparel industry contributes 2.3% to the country's GDP, 13% to industrial production and 10.5% to exports. The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade.

India has a 4.6% share of the global trade in textiles and apparel. Moreover, India is the world's third largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories. India has emerged as the second largest manufacturer of PPE globally; it is expected to exceed US\$ 92.5 billion by 2025 as compared to US\$ 52.7 billion in 2019. Around 45 million people are working in the textile business, including 3.5 million people who work on handlooms. Textile manufacturing in India has been steadily recovering amid the pandemic. Textile manufacturing in India has been steadily recovering amid the pandemic. The Manufacturing of Textiles Index for the month of June 2024 is 106.

Global apparel market is expected to grow at a CAGR of around 8% to reach US\$ 2.37 trillion by 2030 and the Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030. The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030, with exports expected to reach US\$ 100 billion.

In current cotton season 2024-25, up to March 31, 2025, Government of India, through its nodal agency, the Cotton Corporation of India Ltd. (CCI) under Ministry of Textiles has successfully procured 525 lakh quintals of seed cotton, equivalent to 100 lakh bales, under Minimum Support Price (MSP) operations. This procurement accounts for 38% of the total cotton arrivals of 263 lakh bales and 34% of the estimated total cotton production of 294.25 lakh bales in the country.

India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to other major textile producers. In FY25, the total exports of textiles and apparels (incl. handicrafts) stood at Rs. 3,12,540 crore (US\$ 36.61 billion). Ready Made Garments (RMG) category with export of US\$ 15,989 million has the largest share (44%) in the total exports, followed by Cotton Textiles (33%, US\$ 12,056 million) and Man- Made Textiles (13%, US\$ 4,869 million).

India's ready-made garment (RMG) exports are likely to surpass US\$ 30 billion by 2027, growing at a CAGR of 12-13%. Exports for 247 technical textile items stood at Rs. 5,946 crore (US\$ 715.48 million) between April-June (2023-24).

The government is planning to set up 12 new industrial parks and 5-6 mega textile parks, announced by Minister of Commerce and Industry Mr. Piyush Goyal. He also urged the private sector to capitalize on these initiatives.

Ministry of Textiles has sanctioned 19 research projects totaling approximately Rs. 21 crore (US\$ 2.52 million) across various domains of Technical Textiles under the National Technical Textiles Mission.

Union Minister of Textiles, Mr. Giriraj Singh, expressed confidence that India's technical textile industry will surpass the US\$ 10 billion target set for 2030. The Gross Value Added (GVA) is expected to see a consistent growth rate of 9% during the period 2021 – 2028.

Total FDI inflows in the textiles sector stood at Rs. 29,291.05 crore (US\$ 4.59 billion) between April 2000-December 2024. 100% FDI (automatic route) is allowed in the Indian textile sector.

The Textile Ministry's allocation increases by 19%, rising from Rs. 4,417.03 crore (US\$ 512 million) in 2024–25 to Rs. 5,272 crore (US\$ 611 million) in 2025–26, reflecting the government's commitment to addressing long-standing challenges and unlocking new growth opportunities.

The Union Budget 2025-26 allocates Rs. 1,148 crore (US\$ 133.1 million) for the PLI Scheme to boost domestic manufacturing and exports, and Rs. 635 crore (US\$ 73.6 million) for the Amended Technology Upgradation Fund Scheme to modernize textile machinery.

The Government's Rs. 10,683 crore (US\$ 1.44 billion) PLI scheme is expected to be a major booster for the textile manufacturers. The scheme proposes to incentivise MMF (man-made fibre) apparel, MMF fabrics and 10

segments of technical textiles products.

The Government approved the Mega Integrated Textile Region and Apparel (MITRA) Park scheme worth Rs. 4,445 crore (US\$ 594.26 million) to establish seven integrated mega textile parks with state-of-the-art infrastructure, common utilities, and R&D lab over a three-year period, which will boost textile manufacturing in the country.

The Indian government wants to establish 75 textile hubs, similar to Tiruppur, which will greatly increase employment opportunities while promoting the export of textile products and ensuring the use of sustainable technology.

For the export of handloom products globally, the Handloom Export Promotion Council (HEPC) is participating in various international fairs/events with handloom exporters/weavers to sell their handloom products in the international markets under the National Handloom Development Programme (NHDP). Alongside, the Ministry of Textiles has also been implementing Handloom Marketing Assistance (HMA), a component of the National Handloom Development Programme (NHDP) all across India. HMA provides a marketing platform to the handloom weavers/agencies to sell their products directly to the consumers and develop and promote the marketing channel through organizing expos/events in domestic as well as export markets.

The government has allocated funds worth Rs. 17,822 crore (US\$ 2.38 billion) between FY16-22 for the 'Amended Technology Up-gradation Fund Scheme' (A-TUFS) to boost the Indian textile industry and enable ease of doing business.

The new Economic Cooperation and Trade Agreements with Australia and the UAE will

open multiple opportunities for textiles and handloom. Indian textile exports to Australia and the UAE will now face zero duties, and the government is expecting that soon, Europe, Canada, the UK and GCC countries would also welcome Indian textile exports at zero duty.

National Technical Textiles Mission (NTTM) has been approved with an outlay of US\$ 178.74 million (Rs. 1,480 crore); from Financial Year 2020-21 and valid up to 31.03.2026. So far, as of February 2024, 137 research projects have been approved under NTTM. The total cost approved of the said projects by the Government is US\$ 57.33 million (Rs. 474.7 crore approx.)

ROOFING SHEETS – GLOBAL & INDIA

The Indian roofing market, valued at approximately \$7.59 billion in 2025, is projected to experience robust growth, driven by a burgeoning construction sector, rapid urbanization, and increasing disposable incomes. The 6.50% CAGR indicates a significant expansion over the forecast period (2025-2033). Key market drivers include the ongoing infrastructure development projects, particularly in residential and commercial segments, a rising demand for durable and aesthetically pleasing roofing solutions, and government initiatives promoting affordable housing. The market is segmented by sector (commercial, residential, industrial), material (bituminous, tiles, metal, other), and roofing type (flat, slope), each exhibiting varying growth trajectories. While the residential sector is expected to dominate, driven by a burgeoning middle class, the commercial and industrial sectors are witnessing significant expansion due to large-scale infrastructural investment and industrial growth. Growth is further fueled by the introduction of innovative roofing materials offering enhanced durability, energy efficiency, and

aesthetic appeal, including advanced metal roofing systems and energy-efficient tiles.

However, challenges like fluctuating raw material prices and potential supply chain disruptions could pose constraints to market growth.

The regional distribution of the market showcases a strong concentration within India, reflecting the nation's significant construction activities. While the provided data encompasses a global perspective, India's robust growth outlook dominates the market analysis. The presence of major players like CK Birla Group, Tata Bluescope Steel, and Everest Industries Limited signifies a competitive landscape characterized by established players and emerging innovative companies. The increasing preference for sustainable and eco-friendly roofing solutions presents an opportunity for manufacturers to focus on developing and promoting environmentally responsible products. Future market dynamics will hinge on government policies, economic growth, and the evolving needs of the construction industry.

This comprehensive report provides a detailed analysis of the burgeoning roofing industry in India, covering the period from 2019 to 2033. With a focus on market size, growth drivers, and competitive dynamics, this study offers invaluable insights for investors, industry players, and policymakers. The report uses 2025 as its base year, with estimations for 2025 and forecasts extending to 2033, leveraging historical data from 2019-2024. Key segments explored include residential construction, commercial construction, industrial construction, and materials such as bituminous, tiles, metal, and other materials. Roofing types such as flat roofs and slope roofs are also analyzed in detail.

India Roofing Market Trends

Roofing Industry in India Concentration & Characteristics

The Indian roofing industry is characterized by a fragmented landscape, with numerous small and medium-sized enterprises (SMEs) alongside larger players. Concentration is higher in certain geographic areas with significant construction activity. Innovation is driven by the need for cost-effective, durable, and weather-resistant roofing solutions tailored to India's diverse climatic conditions. Regulations concerning building codes and material standards impact the industry. Product substitutes, such as innovative lightweight roofing materials, are emerging, creating competitive pressure. End-user concentration is largely tied to the real estate and construction sectors, with fluctuations influenced by economic cycles. Mergers and acquisitions (M&A) activity is moderate, with larger players strategically consolidating their market share.

Roofing Industry in India Trends

The Indian roofing market is experiencing robust growth, driven by factors such as rapid urbanization, increasing infrastructure development, and government initiatives promoting affordable housing. The residential sector remains the largest segment, but commercial and industrial construction are also contributing significantly. The demand for energy-efficient and sustainable roofing materials is rising, leading to the adoption of innovative solutions like solar roofing systems and insulated panels. Increased awareness of environmental concerns is driving the demand for eco-friendly roofing options. Government policies and regulations, such as those related to building codes and energy efficiency standards, are playing a vital role in

shaping market trends. The market is also witnessing a shift towards organized players,

as consumers increasingly prefer branded and quality-assured products. This trend is fueling competition and driving innovation within the industry. The total market size is projected to reach XXX Million units by 2033, presenting significant growth opportunities for players. Further, the rise of e-commerce platforms and improved supply chain management are enhancing market accessibility and improving efficiency.

Residential Construction: This segment consistently dominates the Indian roofing market due to the burgeoning population and rising demand for housing across urban and rural areas. The government's focus on affordable housing schemes further fuels this segment's growth. The demand is spread across various price points, catering to both budget-conscious consumers and those seeking premium roofing solutions.

Metal Roofing: The increasing preference for durable, long-lasting, and aesthetically pleasing roofing solutions is driving the popularity of metal roofing materials. Metal offers superior weather resistance compared to traditional materials, making it suitable for India's diverse climate. The ease of installation and relatively low maintenance cost also contributes to its popularity. This segment is experiencing substantial growth, especially in commercial and industrial projects.

Urban Centers: Major metropolitan areas and rapidly developing Tier-II cities exhibit the highest concentration of construction activities and subsequently the highest demand for roofing materials. These regions are witnessing large-scale infrastructure projects, housing developments, and commercial construction, driving the growth of the roofing market.

INTERNAL CONTROL

Internal Control comprises of the plan of organization and all the coordinate methods and measures adopted within a business to safeguard its assets; check the accuracy and reliability of its accounting data and completeness of accounting records; promote operational efficiency; to encourage adherence to the prescribed managerial policies, to assist in achieving the orderly and efficient conduct of business; prevention and detection of fraud and errors and timely preparation of financial statements.

Our Internal Control System is fully equipped with necessary checks and balances ensuring that the transactions are adequately authorized and reported correctly. The Internal Auditor conducts regular Audits of various departments and Units to ensure that necessary controls are in place. The Audit Committee while reviewing the system and the Internal Audit Report, call for comments of Auditors on internal control systems and discuss any related issues with the Auditors and the Management of the company before submission to the Board. The Independent Directors also satisfy themselves on the integrity of financial information and ensure financial controls.

OPPORTUNITIES

Market opportunities are crucial for the consumer goods industry, it represent potential areas of growth, innovation, and competitive advantage. Identifying and leveraging these opportunities for the Roofing Sheets is essential to expand their market presence, increase profitability, and stay ahead of the competition. Market opportunities serve as catalysts for

growth. Whether it's tapping into new consumer segments, exploring emerging markets, or developing new products or services, opportunities provide the path to expansion.

The Indian Textile industry adds 14% to the industrial production and 8% to the GDP of India. It provides employment to 38 million people and thus, is the second largest employment provider after agriculture. The Indian Apparel & Textile Industry is one of the largest sources of foreign exchange flow into the country with the apparel exports accounting for almost 21% of the total exports of the country.

- Favorable government initiatives such as the National Technical Textiles Mission (NTTM), 100% FDI in the sector, SAMARTH- Scheme for Capacity Building in the Textile Sector, etc. for the development of the textile industry.
- The 'China plus one' diversification policy will benefit Indian manufacturers. As global retailers are looking for an alternate supply base, India has emerged as an attractive option for manufacturing and exports of textiles and apparels.
- The government and NGOs offer training programs.
- The trade is growing between regional trade blocs due to bilateral agreements between participating countries.
- 'Supply Chain Management' and 'Information Technology' has a crucial role in apparel manufacturing. Availability of EDI (Electronic Data Interchange), makes communication fast, easy, transparent and reduces duplication.

- The rapid growth of the retail sector and E-commerce will boost the growth of the textile and apparel industry.

- The growth of the technical textile market will create lucrative opportunities.

Opportunities in the roofing market represent external conditions that can be leveraged for business growth and competitive advantage. These are factors outside the company's control that, if capitalized on, could significantly enhance its market position, profitability, and ability to meet customer needs more effectively.

To identify opportunities, roofing companies need to look outward, examining market trends, emerging technologies, changing consumer preferences, and regulatory developments. Understanding these aspects can uncover new areas for expansion, innovation, and enhanced customer service. Here are some critical opportunities that could be available in the roofing market:

- Developing and marketing roofing materials designed to withstand extreme weather conditions.
- Utilizing technology for roof inspections, maintenance, and customer interactions.
- Exploring opportunities in underserved or emerging markets.
- Taking advantage of government incentives for green roofing and energy-efficient homes.

THREATS

Threats in the roofing industry are external challenges that could potentially harm a company's ability to succeed or maintain its market position. These are

factors beyond the control of the company but must be identified and monitored to devise effective mitigation strategies.

Recognizing and understanding these threats enable roofing companies to prepare and adapt in ways that safeguard their interests and longevity. Identifying threats involves analyzing the broader economic, technological, competitive, and regulatory landscapes. Below are key threats that roofing companies may face:

- Reduced consumer spending and delayed construction projects impacting revenue.
- Damage to projects and disruptions in service availability.
- Compliance costs and operational restrictions affecting profitability.
- Delays and increased costs due to global supply chain issues.
- Increasing prices of roofing materials squeezing margins.
- Negative reviews and public perception impacting customer trust.

SEGMENT- WISE PERFORMANCE

Roofing sheet division has contributed Rs.2.60 crores compared to Rs. 5.64 crores in the previous year. The garment division of the company has contributed Rs. 37.60 Crores compared to Rs. 45.26 Crores in the previous year. Both the sectors are growing with all the possible amenities and resources.

RISKS

Infrastructural blocks are one of the major problems faced by the industry. One of the major kerbs to the rapid development of the industry is a lengthy

transaction processing and transportation time. Indian textile industry has been made poor attention towards product design and development. A significant attention is required in the Indian textile trade. Research and Development is still far away from the actual requirement and most of the companies do not have product development and innovation centers. The average contribution of Indian Textile firms towards R&D is very low.

The Indian textile industry has been facing a competition from other nations like China, Germany, Bangladesh, Sri Lanka, Turkey, Vietnam, Italy, etc. Monetary value of inputs in India is indicating the huge cost increase, which in yield would be a problem of increased production cost. It requires immediate attention by the regime. All sectors in the textile industry are affecting adversely due to faster hike in raw material costs.

Industry Risk:

The presence of diversified manufacturing facilities across various locations in India and internationally, coupled with the labour - intensive nature of work, pose various health risks to the workforce. These risks may arise from factors such as machinery breakdowns, human error and other related causes. The world economic growth has slowed and accordingly International fashion retailers have reported rise in inventory and pressure on their margins since summer. This is also reflected in the slump in their off take from supplying countries. However, as we are in the basic segment, its impact is

expected to be less. It is hoped that with the unstinted support from all the

Stakeholders SDGIL would be able to manage such risk.

Disaster Risks:

The Company has a well-designed safety management policy that eliminates / reduces the risk of workplace incidents, injuries, and fatalities through adoption of various well defined safety measures and devices. Its proper implementation and updation enable effective prevention besides equipping the employees to handle any incident that may occur. The properties of the Company are insured against natural risks like fire, earthquakes, etc. with periodical review of adequacy, rates and risks covered.

Financial Risks:

The Company has a well- managed risk management framework, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as liquidity risk, market risk, credit risk and foreign currency risk) that may arise as a consequence of its business operations as well as its investing and financing activities. Accordingly, the Company's risk management framework has the objective of ensuring that such risks are managed within acceptable risk parameters in a disciplined and consistent manner and in compliance with applicable regulation.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter due to difficulty in raising

funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

Market Risk

The exposure to interest rate risk from the perspective of Financial Liabilities is negligible. Further, treasury activities, focused on managing investments in debt instruments, are administered under a set of approved policies and procedures guided by the tenets of liquidity, safety and returns. This ensures that investments are only made within acceptable risk parameters after due evaluation. The Company's investments are predominantly held in fixed deposits. Fixed deposits are held with highly rated banks and have a short tenure and are not subject to interest rate volatility.

Credit Risk

Credit risk refers to risk that counter party will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, other balances with banks and other receivables. The Company has adopted a policy of only dealing with counterparties that have sufficiently high credit rating. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties. Credit risk arising from other balances with banks is limited because the counter parties are banks with high credit ratings.

Foreign Currency Risk

The Company undertakes transactions denominated in foreign currency (mainly US Dollar) which are subject to the risk of exchange rate fluctuations. Financial assets and liabilities denominated in foreign currency, are also subject to reinstatement risks.

Labour Shortage:

The scarcity of skilled workforce is a matter of concern for the Labour Intensive Indian culture. More than 70% of Indian workers are either illiterate or have just a basic education. The skill shortage in the Indian textile manufacturing is unable to take its skillset forward, or help the sector grow beyond a certain point. Considering the industry's growth potential and employment generation, in the recent years, the government introduced the Integrated Skill Development Service (ISDS) Scheme to address the skilled labour required to run the diverse textiles sector and its segments. However, SDGIL doesn't face this issue because of its best HR practices. Higher productivity, ability to source required work force is the fruits of its strategic HR policies and if there is any shortage in Labors we are handling the issues quickly by our associated agencies.

FINANCIAL PERFORMANCE AND OPERATIONAL EFFICIENCY

The standalone financial statements of Scoobee Day Garments (India) Limited ("the Company"), comprise the balance sheet as at 31st March 2025, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information give a

true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2025, and profit/loss, (changes in equity) and its cash flows for the year ended on that date.

Key Ratios*

Particulars	FY 2024- 25	FY 20 23 - 24
Current Ratio	0.36	0.1 8
Debt – Equity Ratio	11.77	17. 27
Debt Service Coverage Ratio	0.76	1.4 5
Return on Equity Ratio	47.93%	30 7.4 0%
Inventory turnover ratio	2.41	2.2 6
Trade Receivables turnover ratio	10.92	43. 07
Trade Payables Ratio	12.17	10. 65
Net Profit Ratio	4.20%	9.2 3%
Return on Capital Employed	4.04%	11. 81 %
Return on Investment	64.96%	55 2.2

		4%
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Your Company has constantly trying to increase its sales as well as profitability. The detail of financial and operational performance is provided in the Board's Report.

LONG TERM AND SHORT TERM STRATEGY

The Company sells its products directly to the customers and its strategy is to work closely with its major customers and align its business operations and investment decisions according to their requirements. The Company will also make continuous efforts to explore other growth opportunities

DEVELOPMENT IN HUMAN RESOURCE / INDUSTRIAL RELATIONS

The company places high importance on the development of its human resources. It imparts regular training to its employees to make them more focused to adapt to the constant change in the business environment. The Company is giving direct employment to 642 employees Industrial relation in the units was satisfactory.

CAUTIONARY STATEMENT

Estimates and expectations stated in this Management Discussion and Analysis may be "forward-looking statement" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include economic

conditions affecting demand / supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, other statutes and other incidental factors.

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

Sd/-	Sd/-
K L V Narayanan	Dony Dominic
Managing Director	Director
DIN: 01273573	DIN: 03588411

Place: Kizhakkambalam
Date: 26.08.2025

ANNEXURE - G

REPORT ON CORPORATE GOVERNANCE

The Board of Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("The Listing Regulations") as amended for the Financial Year ended March 31, 2025.

Corporate Governance Practices' have set the guidelines for the operations of the Corporates, aiming to ensure that its activities are fair and beneficial to all the stakeholders, including investors, customers, financial backers, regulators, workforce and the community. Currently Corporate Governance in India is becoming more concentrated on being transparent, responsible and focused on long-term sustainability and long-term sustainability and moving towards international standards and regulatory authorities improving rules to protect the interests of investors and the health of the market.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Scoobee Day Garments (India) Limited ('the Company') has always practiced corporate governance of the highest standards and endeavours to implement the corporate governance practices in its true spirit. The philosophy of the Company on corporate governance is to ensure transparency in all its operations, provide disclosures, and enhance stakeholder value without compromising in any way on compliance with the laws and regulations. The Company believes that corporate governance brings sustained growth and long-term benefits for all its stakeholders.

The Company adheres to the high standards of governance embedded in the culture of the Company from the rich Anna - Kitex legacy of fair, ethical and transparent practices laid across the Group. The Company's Corporate

Governance philosophy and practices are further strengthened through

The Company has also adopted Policies and Codes which forms key component of the governance framework. They guide our employees and other stakeholders across the value chain to uphold our commitment to ethics, transparency, and sustainability. To enhance transparency, all our policies have been published on our website at: <http://scoobeedaygarments.com/investors.php> - policies.

The composition of the Board of Directors is in conformity with the Corporate Governance norms as on March 31, 2025. The Company at present has combination of executive, non-executive and independent directors on its board, comprising of one executive director and other non-executive and independent directors including one woman independent director. The name and category of each Director are given below:

2. BOARD OF DIRECTORS

2.1. Composition and Category of Directors

Name of the Director	Category
Mr. Kalpathy Lakshmi narayanan (DIN: 01273573)	Managing Director - Executive Director
Mr. Dony Dominic (DIN: 03588411)	Non- executive Director
Mr. Jeff Jacob (DIN: 08652962)	Non- executive Director
Mr. Satheesh Kumar Gopa Kumar (DIN: 03425296)	Non -executive Independent Director
Mr. Augustine Antony (DIN: 09710570)	Non -executive Independent Director
Mrs. Elsamma Mathew Titus (DIN: 09712874)	Non -executive Independent Woman Director

2.2 Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM):

Name of the Director	No. of Board Meetings held.	No. of Board Meetings attended.	Attendance at last AGM
Mr. Kalpathy Lakshmi narayanan	5	5	Yes
Mr. Dony Dominic	5	5	Yes
Mr. Jeff Jacob	5	5	Yes
Mr. Satheesh Kumar Gopa Kumar	5	4	Yes
Mr. Augustine Antony	5	5	Yes
Mrs. Elsamma Mathew Titus	5	5	Yes

The AGM was held on September 26, 2024 through Video Conference (VC)/ Other Audio Video Means (OAVM) as permitted by circulars issued by MCA from time to time.

2.3 Number of other Directorship and Chairmanship/Membership of Committees of each Director in other Companies as at March 31, 2025:

Name of the Director	No.of Directorships held in other Indian Public Companies*	No. of Chairmanship / Membership in other Board Committees		Name of the listed entities where the person is a director and the category of directorship
		Chairman	Member	Kitex Garments Limited
Mr. Kalpathy Lakshmi narayanan	3	1	-	
Mr. Dony Dominic	2	-	-	
Mr. Jeff Jacob	1	-	-	
Mr. Satheesh Kumar Gopa Kumar	-	-	-	
Mr. Augustine Antony	-	-	-	
Mrs. Elsamma Mathew Titus	-	-	-	

2.4 Number of Board Meetings held and the dates of the Board Meetings:

Five Board Meetings were held during the Financial Year 2024-25 on the following dates:

29 th May, 2024	12 th Aug, 2024	12 th Nov, 2024	12 th Feb, 2025	27 th Mar, 2025
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During the year, a meeting of the Independent Directors was held on August 12, 2024. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, the Managing Director of the Company, Committees and the Board as a whole.

2.5 Disclosure of relationships between directors inter-se:

None of the Directors are inter-se related to each other. There is no pecuniary or business relationship between the Non-Executive/Independent Directors and the Company

2.6 Number of shares held by Non-Executive Directors:

None of the Directors are holding shares in the company as on March 31, 2025.

2.7 Details of Familiarisation Programme for Independent Directors:

Pursuant to Regulation 25 (7) of the SEBI Listing Regulations 2015, the Company has prepared the Familiarization Programme for Independent Directors for understanding the Company's business and contribute to the achievement of the Company's goals and objectives. The presentation on the

Company's strategy, business model, operations, markets, risks, and regulatory updates were given to Independent Directors from time to time to facilitate understanding the company business environment. The details of the familiarisation Programme have been displayed on the website at: http://scoobeedaygarments.com/kvpbil_uploads/downloads/200223014909Familiarization_Programme_and_status.pdf.

2.8 The board identified the core skills/expertise/competencies as required in the context of its business (es) and sector(s) for it to function effectively and those actually available with the board:

Type of Skill, Expertise & Competences	Whether required in the context of the business	Whether the skill, expertise available with Board
Finance and Legal Compliance	✓	✓
IT & Technical	✓	✓
Business and Marketing	✓	✓

The skills and experiences currently represented within the board composition by each director's profile is given below:

Name of the Director	Finance and Legal	IT & Technical	Business & Marketing
Mr. Kalpathy Lakshmi narayanan	✓	✓	✓
Mr. Dony Dominic	✓	✓	✓
Mr. Jeff Jacob	✓	✓	✓
Mr. Satheesh Kumar Gopa Kumar	✓	✓	✓
Mr. Augustine Antony	✓	✓	✓
Mrs. Elsamma Mathew Titus	✓	✓	✓

2.9 Confirmation as regards Independence of Independent Directors:

The Independent Directors have also confirmed that they have complied with the Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013. In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations, 2015, and are independent of the management. During the year under review, there is no resignation of an independent director before the expiry of tenure.

COMMITTEES OF THE BOARD

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with the approval of the Board and function within their respective Charters. These Committees play a pivotal role in the overall Management of day-to-day affairs and governance of the Company.

The Board Committees meet at regular intervals and take necessary steps to perform their duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Company has four Board Level Committees:

- A) Audit Committee;
- B) Nomination and Remuneration Committee;
- C) Stakeholders' Relationship Committee; and
- D) Corporate Social Responsibility Committee.

A). Audit Committee

The Audit Committee of the Board of Directors is entrusted with the responsibility of supervising the Company's financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Act and the provisions of Regulation 18 read with Part C of Schedule II of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, and Risk. It functions in accordance with its charter that defines its authority, responsibility, and reporting function.

Sl. No	Name of the Director	Position	Category	Date of Appointment
1	Augustine Antony	Chairperson	Non- Executive Independent Director	01.10.2022
2	Elsamma Mathew Titus	Member	Non- Executive Independent Director	29.09.2022
3	Dony Dominic	Member	Non- Executive Non- Independent Director	30.10.2017

Meetings and Attendance

The Audit Committee met five times during the Financial Year 2024-25. The maximum gap between two Meetings was less than 120 days. The Committee met on May 29, 2024, August 12, 2024,

November 11, 2024, February 12, 2025 and March 27, 2025. The requisite quorum was present at all the Meetings. The Directors who acted as the Chairperson for the Audit Committee meetings held during the year were Independent Director and were present at the last Annual General Meeting of the Company held on September 26, 2024.

The table below provides the attendance of the Audit Committee members:

Sl.No	Name of the Director	No.of Meetings attended		
		Held	Eligible to attend	Attended
1	Augustine Antony	5	5	5
2	Elsamma Mathew Titus	5	5	5
3	Dony Dominic	5	5	5

The necessary quorum was present at each of the above Audit Committee meetings. The Chairman of the Audit Committee Mr. Augustine Antony was present at the Annual General Meeting of the Company held on September 26, 2024.

Role and Terms of Reference

The Board has framed the Audit Committee charter for the purpose of effective compliance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee inter-alia performs the following functions:

- Recommending to the Board, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees;
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Reviewing, with the management, the annual financial statement before submission to the Board for approval, with particular reference to:
 - a). matters required to be included in the Director's responsibility Statement which forms part of the Directors' Report pursuant to Clause (c) of subsection 3 of Section 134 of the Companies Act, 2013;
 - b). changes, if any, in accounting policies and practices and reasons for the same;
 - c). significant adjustments made in the financial statements arising out of audit findings;
 - d). compliance with listing and other legal requirements relating to financial statements;
 - e). disclosure of any related party transactions and
 - f). modified opinion(s) in the draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;

- Scrutiny of inter-corporate loans and investments;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Discussion with internal auditors on any significant findings and follow up thereon;
- 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 material nature and reporting the matter to the Board;
- To review the functioning of the Whistle blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with reference to events which were regarded as UPSI, whether such UPSI were shared in the manner expected, instances of leaks, if any, instance of breaches of the Code, efficiency of sensitization process, etc. at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

B). Nomination and Remuneration Committee

Composition

The composition of Nomination and Remuneration Committee ("NRC") is in accordance with the provisions of Section 178(1) of the Act and Regulation 19 of the Listing Regulations.

As on March 31, 2025 the composition of the NRC comprises of three Directors as under:

Sl.No	Name of the Directors	Positions	Category	Date of Appointment
1	Augustine Antony	Chairperson	Non-Executive Independent Director	13.10.2022
2	Elsamma Mathew Titus	Member	Non-Executive Independent Director	13.10.2022
3	Dony Dominic	Member	Non- Executive - Non Independent Director	30.10.2017

Meeting and Attendance

The NRC met once during the year on January 6, 2025. The requisite quorum was present at the said Meeting. The Chairperson of the NRC was present at the last Annual General Meeting of the Company held on September 26, 2024. The table below provides the attendance of the NRC members:

Sl. No.	Name of the Director	No. of Meetings attended		
		Held	Eligible to attend	Attended
1	Augustine Antony	1	1	1
2	Elsamma Mathew Titus	1	1	1
3	Dony Dominic	1	1	1

Terms of Reference

The broad terms of reference of the NRC, as approved by the Board, are in compliance with Section 178 of the Act and Regulation 19 of the Listing Regulations, and are as follows:

- to help the Board in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/re-appointment and removal of Directors and Senior Management;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board, remuneration payable to the Directors and Senior Management (within the appropriate limits as defined in the Act);
- to create an evaluation framework for Independent Directors and the Board;
- to recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- to assist in developing a succession plan for the Board and Senior Management;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time; and
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

Remuneration Policy

In accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations 2015, the Board of Directors formulated the Remuneration Policy of the Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Remuneration Policy, covering the policy on appointment and remuneration and other matters have been disclosed in the website viz., [http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508044.Nomination Remuneration and Evaluation Policy.pdf](http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210508044.Nomination%20Remuneration%20and%20Evaluation%20Policy.pdf).

Performance Evaluation criteria for Independent Directors:

Pursuant to the Section 149 (8) read with Schedule IV of the Companies Act 2013, and Regulation 17 (10) of the SEBI Listing Regulations, 2015, the Annual performance evaluation has been carried out of all the Directors, the Board, Chairman of the Board and the working of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The performance evaluation of the Board of Directors was carried out based on a detailed questionnaire containing criteria such as duties and responsibilities of the Board, information flow

to the Board, time devoted to the meetings, etc. Similarly, the evaluation of Directors was carried out on the basis of a questionnaire containing criteria such as level of participation by individual directors, independent judgement by the director, understanding of the Company's business, etc. The performance evaluation of the Board and the Committees, viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee was done by all the Directors.

The performance evaluation of the Independent Directors was carried out by the Board excluding the Director being evaluated. The performance evaluation of the Chairman and Executive Directors was carried out by all the Independent Directors. Based on feedback from the Directors, the Board concluded that the performance of the Board of Directors, its committees, and individual directors was effective for the financial year 2024-25.

Details of Remuneration paid to the Executive Directors during the year under review:

The Executive Director is paid as per the remuneration scale approved by the Board and Shareholders at the time of their appointment which is in line with the statutory requirements and Company's policies. The revision in remuneration, if any is recommended by the Nomination and Remuneration committee to the Board for its consideration by taking into account of his performance and as well as performance of the company in a given year.

Details of the remuneration paid to the Managing Director during the Financial Year 2024-25.

Name of the Director	Salary	Commission	Perquisites/Allowance	Total
K L V Narayanan	14,57,000	-	-	14,57,000

Note:

During the year Managing Director were paid Remuneration under the provisions of Schedule V Part II of the Companies Act, 2013 as amended to date.

C). Stakeholders' Relationship Committee

Composition

Pursuant to provisions of Section 178(5) of the Act read with Regulation 20 of the Listing Regulations, Committee of Directors (Stakeholders Relationship Committee) of the Board has been constituted.

As on March 31, 2025 the composition of the Stakeholders' Relationship Committee is as under:

Sl.No	Name of the Directors	Positions	Category	Date of Appointment
1	Dony Dominic	Chairperson	Non Executive - Non Independent Director	30.10.2017
2	Augustine Antony	Member	Non-Executive Independent Director	01.10.2022

3	Elsamma Mathew Titus	Member	Non-Executive Independent Director	29.09.2022
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Meeting and Attendance

The Committee of Directors (Stakeholders' Relationship Committee) met four times during the Financial Year 2024-25. The Committee met on July 17, 2024, September 03, 2024, September 20, 2024 and February 03, 2025. The requisite quorum was present at the Meeting. The Chairperson of the Stakeholders' Relationship Committee was present at the last Annual General Meeting of the Company held on September 26, 2024.

The table below highlights the composition and attendance of the Members of the Committee.

Sl.No	Name of the Director	No. of Meetings attended		
		Held	Eligible to attend	Attended
1	Dony Dominic	4	4	4
2	Elsamma Mathew Titus	4	4	4
3	Augustine Antony	4	4	4

Mrs. Alphonsa Jose, Company Secretary acts as the Secretary to the Stakeholders Relationship Committee.

Terms of Reference

The Board approved 'Terms of Reference' of the Stakeholders Relationship Committee in compliance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations. The Committee looks into the matters of Shareholders/Investors grievances along with other operational matters listed below:

- to consider and resolve the grievances of security holders of the Company 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.;
- to consider and approve demat/ remat of shares/split/consolidation/sub-division of share/debenture certificates;
- to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transposition of names, deletion of names transfer and transmission of securities, etc.;
- to oversee and review all matters connected with the transfer of the Company's securities;

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Cameo Corporate Services Limited attend to all grievances of the shareholders received directly or through

SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Committee Meetings are circulated to the Board and noted by the Board of Directors.

Details of Shareholders' Complaints

The total number of complaints received and resolved during the year ended March 31, 2025 were

1. There was no complaint outstanding as on March 31, 2025. Shareholders'/Investors' complaints and other correspondence are normally attended to within 7 (seven) working days except those which are constrained by disputes or legal impediments.

The details of complaints received, resolved, pending during the FY 2024-25 is given below:

Complaints pending at the beginning of the year	0
Complaints received during the year	1
Complaints redressed during the year	1
Complaints pending the at the end of the Year	0

The above table includes Complaints received by the Company from SEBI SCORES, Online Dispute Resolution Portal (ODR) and through Stock Exchange where the securities of the Company are listed.

Company Secretary Mrs. Alphonsa Jose acts as the Compliance Officer of the Committee.

D) Corporate Social Responsibility Committee

The Company has set up corporate social responsibility Committee in pursuance of the provisions of section 135 and Rules thereto and schedule VII of the Companies Act, 2013.

The Corporate Social Responsibility Committee had constituted on 11.08.2023 with the following members:-

Mr. K L V Narayanan –Chairman

Mr. Dony Dominic – Member

Mr. Satheesh Kumar Gopa Kumar – Member

A Corporate Social Responsibility Policy in line with Section 135 and Schedule VII of the Companies Act, 2013 has been framed which includes activities to be undertaken by the Company as specified in Schedule VII and has been approved by the Board.

CSR Committee recommends the amount of expenditure to be incurred on the activities and monitors the Corporate Social Responsibility Policy of the Company from time to time.

As a responsible company, Scoobee Day Garments firmly believes in contributing actively for the social welfare of people in Kizhakkambalam Panchayath. The CSR Policy is disclosed in the website of the company as approved by the Board of Directors on 11.08.2023, http://scoobeedaygarments.com/kvpbil_uploads/downloads/190823101113Scoobeday_CSR_Policy.pdf.

CSR Applicability

Since the Company did not meet any criteria under section 135 of the Companies Act, 2013, it was not obligated to contribute towards CSR activities during FY 2024-25. However, the Company is committed to build its CSR capabilities on a sustainable basis and undertake CSR activities as and when the opportunity arises.

E). Independent Directors' Meeting

Pursuant to requirements of the Act and Listing Regulations the Company's Independent Directors met once during the Financial Year without the presence of Non-Executive Directors, Executive Directors or Management to discuss the matters as laid out therein for such meetings and exigency matters.

Meetings and Attendance:

During the year, the Independent Directors met one time on August 12, 2024. The table below provides the attendance of the Independent Directors Meetings:

Sl.No	Name of the Director	No.of Meetings attended		
		Held	Eligible to attend	Attended
1	Augustine Antony	1	1	1
2	Elsamma Mathew Titus	1	1	1
3	Satheesh Kumar Gopa Kumar	1	1	1

The Independent Directors of the Company met on August 12, 2024, without the presence of Non-Independent Directors and members of the management to review the performance of Non-Independent Directors and the Board of Directors as a whole, to review the performance of the Managing Director of the Company and to assess the quality, quantity and timeliness of flow of information between the management and the board of directors

15. CODE OF CONDUCT

The Code of Conduct is the Company's statement of values and represents the standard of conduct which all employees are expected to observe in their business endeavours. The Code reflects the Company's commitment to principles of integrity, transparency and fairness. The Company has adopted a comprehensive Code of Conduct as required under the Listing Regulations and the said code is available on the website of the Company at [http://scoobeedaygarments.com/kvpbil uploads/downloads/0311210507243. Code of Conduct for Directors And Senior Management.pdf](http://scoobeedaygarments.com/kvpbil/uploads/downloads/0311210507243.Code.of.Conduct.for.Directors.And.Senior.Management.pdf)

All members of the Board and Senior Management Personnel have affirmed their compliance with the provisions of the Code of Conduct as on March 31, 2025, as required under Regulation 26(3) of

the Listing Regulations and a declaration to this effect signed by the Managing Director is annexed herewith as **Annexure- A**.

16. CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has adopted a 'Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons and their Immediate Relatives' with a view to regulate trading in securities of the Company by insiders. The Company Secretary of the Company has been appointed as the Compliance Officer for the purposes of the Code. The said Code is available on the website of the _____ Company _____ at http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210503121_Code_of_Conduct_for_Insider_Trading.pdf.

17. MD AND CFO CERTIFICATION

As required under Regulation 17 (8) of Listing Regulations, the Managing Director and Chief Financial Officer have certified to the Board that the Financial Statements for the year ended March 31, 2025 do not contain any untrue statement and represent a true and fair view of the Company's affairs and other matters as specified thereunder.

Copy of the Certificate is attached as **Annexure - B** to this Report.

18. GENERAL BODY MEETING:

The date, time and venue of the Annual General Meetings held during preceding three years and the special resolution(s) passed thereat, are as follows:

Financial year	Date	Time	Location
2023-2024	26.09.2024	11.00 a.m	Video Conferencing, other Audio Visual Means
2022-2023	28.09.2023	11.00 a.m	Video Conferencing, other Audio Visual Means
2021-2022	29.09.2022	11.00 a.m	Video Conferencing, other Audio Visual Means

a. Special Resolutions passed in the last 3 Annual General Meetings :

2 Special Resolutions passed in 2023-24 viz.

1. Ratification and approval of Related Party Transactions with Group Companies
2. Approval of Material Related Party Transactions

2 Special resolutions passed in 2022-23 viz.

1. To approve the sale and exchange of land at Palakkad
2. To approve transactions under Section 185 of the Companies Act, 2013.

4 Special resolutions passed in 2021-2022 viz.

1. Re-appointment of Mr. K L V Narayanan as Managing Director-under Section 196 of the Companies Act, 2013.
2. Appointment of Mr. Augustine Antony as an Independent Director – under Section 149, 150 and 152 read with other relevant provisions of the Companies Act, 2013.
3. Appointment of Mrs. Elsamma Mathew Titus as Women Independent Director - under Section 149, 150 and 152 read with other relevant provisions of the Companies Act, 2013.
4. Approval of Related Party Transactions –under Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

19. POSTAL BALLOT AND E-VOTING

In accordance with the provisions of the Listing Agreement and applicable laws, remote e-voting and electronic voting at the 30th Annual General Meeting (AGM) were made available to all shareholders of the Company. This initiative aimed to ensure wider shareholder participation and to facilitate voting on the resolutions set out in the Notice of the 30th AGM.

To conduct the voting process in a fair and transparent manner, the Board of Directors appointed a Scrutinizer in accordance with the provisions of the Companies Act, 2013 and relevant rules. The Scrutinizer supervised the entire voting process and submitted a comprehensive report to the Chairman of the Company upon conclusion of the voting.

Based on the Scrutinizer's report, the results of the voting on all resolutions proposed at the AGM were duly declared. All the resolutions contained in the notice of the 30th AGM were passed by the requisite majority. The results, along with the Scrutinizer's report, were promptly filed with the Stock Exchanges and uploaded on the Company's official website for the information of shareholders and stakeholders.

During the year under review, no resolution was passed through Postal Ballot.

EXTRAORDINARY GENERAL MEETING (EGM) AND INCREASE IN AUTHORISED SHARE CAPITAL

During the financial year under review, an Extraordinary General Meeting (EGM) was convened on **March 17, 2025**, to seek shareholders' approval for the increase in the Authorised Share Capital of the Company. The increase was necessitated by the Company's intention to raise additional capital for purposes including repayment of existing loans and to support its long-term strategic initiatives.

As the Company's existing authorised share capital was fully utilized, it was proposed to increase the same to facilitate further fundraising through private placements, preferential allotments, rights issues, or any other method permitted under applicable laws.

To effect the proposed increase, it was necessary to alter Clause V of the Memorandum of Association (MoA) of the Company. The proposed alteration required shareholders' approval in terms of Sections 13, 61, and 64 and other applicable provisions of the Companies Act, 2013.

The Company provided remote e-voting facilities to its shareholders in compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Remote e-voting was conducted through Central Depository Services (India) Limited (CDSL), commencing from Friday, March 14, 2025 at 09:00 A.M. IST and ending on Sunday, March 16, 2025 at 05:00 P.M. IST. The cut-off date for determining the eligibility to vote was March 10, 2025.

Members who had not exercised their votes through remote e-voting were provided the opportunity to vote electronically during the EGM.

At the EGM held on March 17, 2025, the shareholders approved the resolution for the increase in the Authorised Share Capital of the Company and the consequential amendment to the Capital Clause of the Memorandum of Association.

Following the approval, Clause V of the Memorandum of Association has been amended to read as follows:

"V. The Authorised Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, with the power to increase, reduce, consolidate, subdivide or reclassify the capital, and to alter the capital clause in accordance with the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force."

20. MEANS OF COMMUNICATION

i. The Company's quarterly / half-yearly / annual financial results are filed with the Stock Exchanges and published within the prescribed time period in Business Standard' (English Newspaper) and 'Mangalam' (Regional Newspaper). They are also available on the website of the Company at <http://scoobeedaygarments.com/investors.php>.

ii. In compliance with Regulation 46 of the Listing Regulations, the Company's website i.e. www.scoobeedaygarments.com contains a separate dedicated section 'Investors' wherein all the shareholders' information is available and the same is updated regularly.

iii. The Annual Report containing, inter alia, Audited Financial Statement, Board's Report, Auditors' Report, Management Discussion and Analysis Report, Corporate Governance Report are circulated to the members and others entitled thereto and are also filed with the Stock Exchanges. The Annual Report is also available on the website of the Company at <http://scoobeedaygarments.com/investors.php>

20. SHAREHOLDING PATTERN AS ON March 31, 2025.

Category	No. of Shareholders	No. of Shares	% of Share capital
A. Promoter's Holding			
1. Promoters			
- Indian Promoters	3	1,01,23,454	74.99%
- Foreign Promoters	-	NIL	NIL
Sub Total	3	1,01,23,454	74.99%
B. Non- Promoters Holding			
2. Institutional Investors			
- Other Financial Institutions	1	200000	1.48
3. Non - Institutions			
I. Resident Individuals holding nominal share capital up to Rs. 2 lakhs	2588	1414379	10.48
II. Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	18	922250	6.83
4. Non- Resident Indians	127	752654	5.58
5. Bodies Corporate	16	75198	0.56
6. HUF	24	10868	0.08
7. LLP	2	1197	0.01
Sub-total (B)	2776	3376546	25.01
Total (A+B)	2779	13500000	100

21. RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, Reconciliation of Share Capital Audit is carried out to reconcile the total admitted capital with National Securities Depositories Limited (NSDL) and the Central Depository Services Limited (CDSL), those held in physical form and the total issued and Listed Capital. This audit is carried out on quarterly basis and the report thereon is submitted to the Stock Exchange, where the Company's shares are listed and is also placed before the Board of Directors of the Company. No discrepancies were noticed during these Audits.

22. GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

As part of the Green Initiative process, the Company has taken an initiative of sending documents like notice calling Annual General meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, etc., by email. Physical copies are sent only to those Shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned Depository to enable the Company to send the documents in electronic form

23. GENERAL SHAREHOLDER INFORMATION:

1.	31st Annual General Meeting Day & Date Mode	Monday, the 29 th September 2025 Time : 12.00 p.m. The Company is conducting meeting through VC / OAVM pursuant to the MCA circulars and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
2.	Financial Calendar (Tentative) Results for the quarter & Financial Year ended; June 30, 2024 September 30, 2024 December 31, 2024 March 31, 2025	 Second week of August, 2024 First week of November, 2024 First week of February, 2025 Second week of May, 2025

3.	Listing Details	BSE Limited (BSE), 25th Floor, P J Tower Dalal Street, Fort, Mumbai – 400 001
4.	Stock Codes	Scrip Code: 531234 ISIN: INE962E01015 CIN: L27100KL1994PLC008083
5.	Book Closure	Book Closure start from 22 nd September, 2025 to 29 th September, 2025.
6.	Registrar & Share Transfer Agent	Cameo Corporate Services Limited., Subramanian Building, No.1, Club House Road, Chennai – 600 002, Tamil Nadu, India
7.	Company Secretary and Compliance Officer	Alphonsa Jose Company Secretary & Compliance Officer Scoobee Day Garments (India) Limited 666/12, Anna Aluminium Building, Kizhakkambalam Aluva, Ernakulam – 683562 Tel : 0484 2680701 Email info@scoobeedaygarments.com
8.	Bank details for Electronic Shareholding	Members are requested to notify their Depository Participant (DP) about the changes in bank details. Members are requested to furnish complete details of their bank account, including the MICR codes of their bank.
9.	Furnish copies of Permanent Account Number (PAN)	The members are requested to furnish their PAN which will help us to strengthen compliance with KYC norms and provisions of prevention of Money Laundering Act, 2002. For transfer of shares in physical form, SEBI has made it mandatory to the transferee to submit a copy of PAN card to the Company.
10.	Dematerialisation of shares and liquidity	The shares of the company fall under the category of compulsory delivery in dematerialized mode by all categories of investors. The company has signed agreements with the depository i.e. Central Depositories Services (India) Limited.
11.	Share Transfer System	After confirmation of the sale transaction from the Broker, Shareholder should approach the Depository Participant (DP) with a request, in the form of delivery instruction slip, to transfer the shares to the account of the broker. The depository participant will execute the

		instruction and transfer the share to the account of the Broker. Similarly, in the case of a purchase, the Broker will arrange to credit the shares in the Demat account of Share Holder within 24 hours after the payout has been declared by the Exchange. There is no need for a separate communication with the Company or its Share Transfer Agents. Please register your mobile number and email id with the DP, to get instant information through SMS from the Depository, whenever shares are debited from your DP account. Please ensure from your DP that your order is intact. Please collect a copy of transaction/holding from your DP periodically. Also use the nomination facility available with the Depository and register the nominee. In respect of shares to be transferred in physical form, the facility has been done away with as per the new amendment SEBI (LODR amendment) Regulations, 2018. Unless and until the shares in physical forms are converted into Demat, the transfer of shares/securities cannot be done. It is to be made clear that, this Regulation is only with respect to transfer of shares/securities in physical mode and not with respect to transposition or transmission of securities. Such transposition and transmission can still be done in physical mode. So, for effecting the transfer of shares, the shareholders are requested to send application to the depository for conversion of physically held shares in dematerialized form.
12.	Investor complaint to be addressed to	Compliance Officer Scoobee Day Garments (India) Limited; or RTA - Cameo Corporate Services Limited
13.	E-mail ID of Grievance Redressal Division	info@scoobedaygarments.com
14.	Payment of Listing Fees	Annual listing fee for the year 2025-26 have been paid in full.
15.	Payment of Depository Fees	Annual custody / Issuer fee have been paid.

16.	Outstanding Warrants, GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity	NA
17.	Plant Locations	Scoobee Day Garments (India) Limited. No. 6/1, Nedungur, Village, Karudayampalayam, Tamil Nadu 639 111
18.	Address for correspondence	Scoobee Day Garments (India) Limited. Registered Office: 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Kerala - 683562

24. DISTRIBUTION OF SHARES HOLDING BY SIZE AS ON MARCH 31, 2025

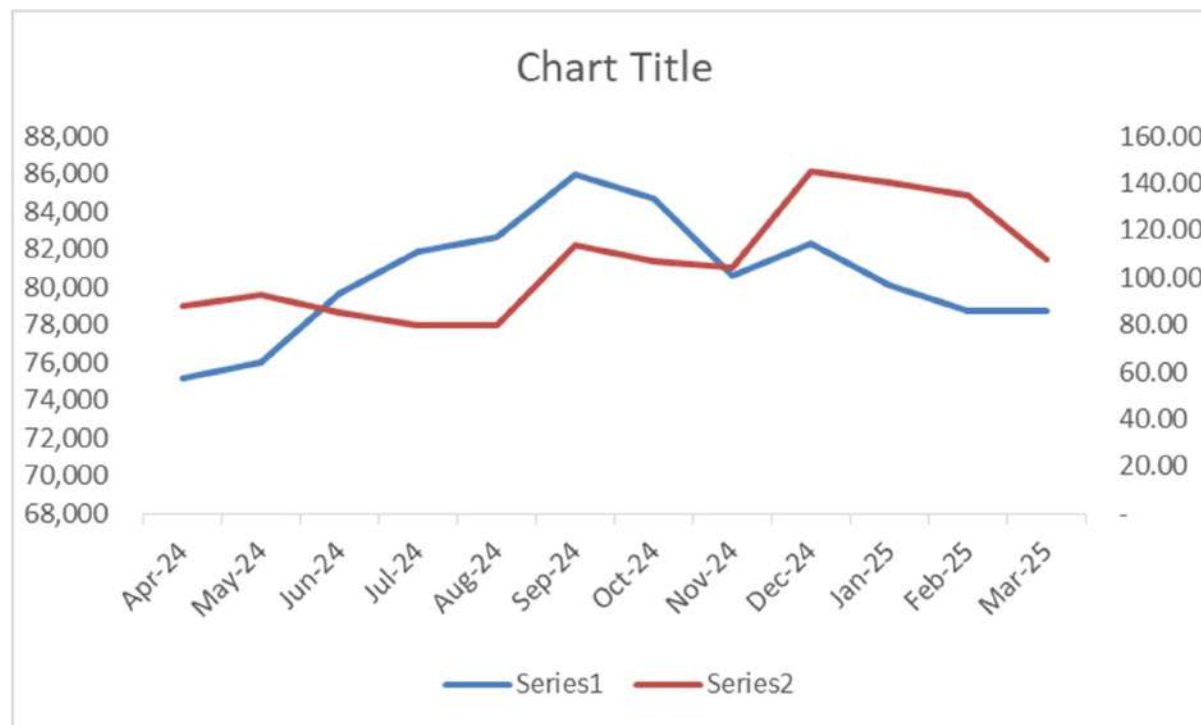
Sl no	Category	No of share holders	% of total shareholders	No of shares held	% of total shares
1	10 - 5000	2130	76.6463	224229	1.661
2	5001-10000	253	9.104	206838	1.5321
3	10001-20000	106	3.8143	154747	1.1463
4	20001-30000	145	5.2177	364892	2.7029
5	30001-40000	20	0.7197	70660	0.5234
6	40001-50000	49	1.7632	236470	1.7516
7	50001-100000	34	1.2235	255303	1.8911
8	100000 and above	42	1.5113	11986861	88.7916
	Total	2779	100	135000000	100

26. MARKET PRICE DATA

Monthly high and low of the equity shares of the Company trading volume are as follows from April 2024 to March 2025:

SI No.	Month	High Price	Low Price	Volume
1.	April 2024	88.00	78.10	55322
2.	May 2024	92.60	75.10	77185
3.	June 2024	84.90	66.30	85633
4.	July 2024	79.67	68.50	106627
5.	August 2024	80	68.08	95314
6.	September 2024	114.12	67.70	418163
7.	October 2024	107	85.55	151104
8.	November 2024	104	85.15	67775
9.	December 2024	144.90	86.82	213435
10.	January 2025	140.05	109.05	56667
11.	February 2025	134.90	98.65	31948
12.	March 2025	107.48	86.45	60954

7. SHARE PRICE PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES, BSE SENSEX



28. DISCLOSURES

- (i) None of the transactions with any of the related parties were in conflict with the interests of the Company [weblink: www.scoobeedaygarments.com]
- (ii) During the year the company had no related party transaction which is considered to have potential conflict with the interests of the company.
- (iii) The company had no share certificate which remained unclaimed by any shareholder.
- (iv) Shareholding in the company by non-executive director/s: NIL
- (v) In terms of disclosure to be made under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company reports that no equity shares lying the suspense account which was issued in demat form and physical form.

a) Establishment of Vigil Mechanism/Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee

The Company has established a vigil mechanism policy for directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Code. It also provides for adequate safeguards against the victimization of employees who avail the mechanism, and allows direct access to the Chairperson of the Audit Committee in exceptional cases. During the year, no person was denied access to the Audit Committee and there were no cases reported under the policy.

The Policy has been uploaded on the website of the Company at: http://scoobeedaygarments.com/kvpbil_uploads/downloads/0311210506182_Wistle_Blower_policy_and_vigil_mechanism.pdf.

b) Certificate from Company Secretary in Practice on Director's eligibility to hold office

The Company has obtained a Certificate from M/s CaesarPintoJohn & Associates, LLP, Practicing Company Secretary, stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or to continue as directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority. The Certificate is attached as **Annexure- C**.

c) Incidence where recommendation of the Committees has not been accepted by the Board.

During the Financial Year 2024-25, the Board of Directors of the Company had accepted recommendation of all the committees of the Board.

d) Fee Paid to Statutory Auditor

The total fees for all services paid by Company, to the auditor M/s. Varma & Varma and all entities in the network firm/ network entity of which the auditor is a part of are as follows:

000's

Name of the Company	Amount (in Lakhs)
Scoobee Day Garments (India) Limited	520.00

e) Details of non- compliance by listed entity:

During the last three financial years there were no non - compliances by the listed entity nor any penalties or strictures imposed on the Listed Entity by the Stock Exchanges or Board or any Statutory Authority on the matters related to Capital Market.

f) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

As per the requirements of sexual harassment of women at workplace (prevention, prohibition and redressal act) 2013 Internal Complaints Committee has been formed.

- a) Number of complaints filed during the financial year - NIL
- b) Number of complaints disposed during the financial year - NIL
- c) Number of complaints pending as on end of the financial year - NIL

There were no complaints filed/disposed or pending during the financial year 2024-25.

g) Compliance with corporate governance requirements

The Company is in compliance with all the mandatory requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations as applicable with regards to Corporate Governance. The Company has obtained a certificate from M/s. CaesarPintoJohn& Associates, LLP, Practising Company Secretary of the Company on compliance of conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations. Copy of the Certificate is attached as Annexure-D.

h) Utilization of funds raised through preferential allotment

The Company has not raised any funds through preferential allotment of securities.

i) Unclaimed/ Unpaid dividends

There are no unclaimed/ unpaid dividends as on date

j) Disclosure of commodity price risks and commodity hedging activities:

The Company follows prudent Board approved Risk Management Policy for minimizing threats or losses, and identifying and maximizing opportunities and thereby to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. Please refer the Management Discussion and Analysis forming part of this Annual Report.

29. REPORT ON COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS

The Report on Compliance of Discretionary Requirements as provided in the Listing Regulation is furnished below:

1. Shareholders Rights:

The Company has been consistently requesting the shareholders to furnish their e-mail ID with Depository/RTA/Company every year through AGM Notice. But still some of the shareholders have not furnished the same. After completion of the process the Company may consider forwarding the financial results to all the shareholders periodically.

2. Modified Opinion(s) in Audit Report

The Auditor's Report to the shareholders does not contain any qualification.

3. Reporting of Internal Auditor

The Internal Auditor is reporting directly to the Audit Committee.

30. CODE OF CONDUCT AND ETHICS - DECLARATION

It is hereby declared that the Board of Directors of the Company have adopted a Code of Conduct for the Board members and Senior/Key Management Personnel of the Company and the same has also been posted in the website of the Company and that all the Board Members and Senior/Key Management Personnel to whom this Code of Conduct is applicable have affirmed the compliance of Code of Conduct during the year 2024 - 25.

By order of the Board

For Scoobee Day Garments (India) Limited

Sd/
Dony Dominic
Director
DIN: 03588411

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

Place: Kizhakkamabalm

Date: 26.08.2025

Annexure –A**DECLARATION AFFIRMING COMPLIANCE WITH THE CODE OF CONDUCT**

(Regulation 34, read with Schedule V(D), of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

This is to confirm that the company has adopted a "Code of Conduct and Business Ethics" for its Board Members, Senior Management Personnel and all other employees and that the same is available on the website of the Company, www.scoobedaygarments.com.

I, hereby declare that all the Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the aforesaid Code for the Financial Year ended March 31, 2025.

For and on behalf of the Board of Directors

Scoobee Day Garments (India) Limited

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

Place: Kizhakkambalam

Date: 26.08.2025

Annexure B**CERTIFICATION BY THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER IN TERMS OF REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We, the undersigned, in our respective capacities as the Managing Director and Chief Financial Officer of Scoobeday Garments (India) Limited ("the Company"), in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby certify that:

a) We have reviewed the financial statements including the statement of cash flow and statement of changes in equity for the year ended March 31, 2025 and that to the best of our knowledge and belief, we state that

i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) We further state that to the best of my knowledge and belief, no transactions are entered into by the company during the year, which is fraudulent, illegal or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which we are aware and steps that have been taken to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee, wherever applicable:

i) Significant changes, if any, in the internal control over financial reporting during the year;

ii) Significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For Scoobee day Garments (India) Limited

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

Sd/-
Zaphia Fareed
Chief Financial Officer

Place: Kizhakkambalam

Date: 26.08.2025

Annexure C

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
SCOOBEE DAY GARMENTS (INDIA) LIMITED
666/12, Anna Aluminium Building,
Kizhakkambalam, Aluva, Ernakulam,
Kerala – 683562

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SCOOBEE DAY GARMENTS (INDIA) LIMITED** (CIN: L27100KL1994PLC008083) and having its registered office at 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala - 683562 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sl. No.	Name of Director	DIN	Date of appointment in Company
1	Kalpathy Lekshmi Venkitanarayanan Narayanan	01273573	04.07.2016
2	Dony Dominic	03588411	30.10.2017
3	Elsamma Mathew Titus	09712874	29.09.2022
4	Augustine Antony	09710570	01.10.2022
5	Jeff Jacob	08652962	14.08.2020
6	Satheesh Kumar Gopa Kumar	03425296	14.08.2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For CaesarPintoJohn
& Associates LLP
Company Secretaries**

**Sd/-
Nikhil George Pinto
Partner
M. No. F11074
CP. No. 16059**

**Peer Review Certificate No. 2148/2022
Kochi
26.08.2025
UDIN: F011074G001085455**

Annexure C**CERTIFICATE ON CORPORATE GOVERNANCE**

To the members of **SCOOBEE DAY GARMENTS (INDIA) LIMITED**

We have examined the compliance of conditions of Corporate Governance by **SCOOBEE DAY GARMENTS (INDIA) LIMITED** (CIN: L27100KL1994PLC008083) having its registered office at 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala - 683562 for the year ended 31st March, 2025 as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2), Schedule V and Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated above. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For CaesarPintoJohn
& Associates LLP
Company Secretaries**

**Sd/-
Nikhil George Pinto
Partner
M. No. F11074
CP. No. 16059**

**Peer Review Certificate No. 2148/2022
Kochi
26.08.2025
UDIN: F011074G001085466**



FINANCIAL STATEMENTS

Date: 21.05.2025

INDEPENDENT AUDITOR'S REPORT

To

The Members of
Scoobee Day Garments (India) Limited
(Formerly known as Victory Paper and Boards (India) Limited)

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of Scoobee Day Garments (India) Limited (Formerly known as "Victory Paper and Boards (India) Limited") (hereinafter referred to as "the Company"), which comprise the Balance sheet as at March 31, 2025 and the statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit and Total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our

other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter Description	How the Key Audit Matter was addressed in the Audit
Information Technology (IT) systems and controls over financial reporting	
IT systems and controls over financial reporting is identified as a key audit matter for the Company because its financial accounting and reporting systems are fundamentally reliant on IT systems and IT controls to process significant transaction volumes, specifically with respect to revenue and raw material consumption. Automated accounting procedures and IT environment controls, which include IT governance, IT general controls over program development and changes, access to program and data and IT operations, IT application controls and interfaces between IT applications, are required to be designed and to operate effectively to ensure accurate financial reporting.	Our procedures included and were not limited to the following: - Assessed the complexity of the IT environment through discussion with the head of IT at the Company and identified IT applications that are relevant to our audit. - Tested the design, implementation and operating effectiveness of controls relating to data transmission through the different IT systems to the financial reporting systems. - Tested key automated and manual controls and logic for system generated reports relevant to the audit that would materially impact the financial statements.

Information Other than the Standalone Financial Statements and Auditor's Report thereon (Other Information)

The Company's Management and Board of Directors are responsible for the other information.

The other information comprises the information included in the Company's annual report for the financial year 2024- 25 but does not include the standalone financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other Information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the reports containing the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

We have nothing to report on in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors and Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management's and Board of Directors 'use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope

and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The standalone financial statements of the Company for the year ended March 31, 2024, were audited by predecessor auditor who have issued an unmodified (clean) opinion on those standalone financial statements vide their report dated May 29, 2024. Our opinion on the standalone financial statements for the year ended March 31, 2025, is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss (Including other comprehensive Income), Statement of changes in equity and Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 01st April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B". Our report expresses an unmodified opinion on the adequacy and operating

effectiveness of the company's Internal Financial Control over Financial reporting with reference to Standalone Financial Statements.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note No. 33.23 to the standalone financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note No. 33.23 to the standalone financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year. Hence, compliance with the provisions of Section 123 of the Act is not applicable to the Company for the financial year.

vi. As stated in Note No 33.27 to the standalone financial statements and according to the information and explanations given to us by the company and based on our examination, which includes test check, the company has used an accounting software for maintaining its books of account, for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit, we did not come across any instances of the audit trail feature being tampered with.

Additionally, the audit trail that was enabled and operated for the year ended March 31, 2024, has been preserved by the Company as per the statutory requirements for record retention, as stated in Note 33.27 to the standalone financial statements.

For Varma & Varma
(Firm No.004532S)

Place: THRISSUR,
Date: 21.05.2025

Signed **Sd/-**
Name **CA P HARIKRISHNANUNNY, B.Com, FCA**
 M.No.213541
 UDIN: 25213541BMIAVV9312

Address **Partner**
 M/s. Varma & Varma,
 Chartered Accountants,
 Daiwik Arcade,
 Thiruvambady Road,
 Punkunnam, Thrissur – 680 002

ANNEXURE "A" REFERRED TO IN PARAGRAPH1 OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR INDEPENDENT AUDITOR'S REPORT OF EVEN DATE

- i. a) i) According to the information and explanations given to us and the records of the Company examined by us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
ii) According to the information and explanations given to us and the records of the company examined by us, the Company has maintained proper records showing full particulars of intangible assets as reflected in the Financial Statements.
- b) According to the information and explanations given to us and the records of the Company examined by us, the Company has a regular program for physical verification of its Property Plant and Equipment at reasonable intervals which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets and that no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us, the records of the company examined by us and based on the details of immovable properties furnished to us by the company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Financial Statements under Property, Plant and Equipment are held in the name of the Company as at the Balance Sheet Date.
- d) According to the information and explanations given to us and the records of the Company examined by us, the Company has not revalued any of its Property, Plant and Equipment or intangible assets or both during the year and hence the reporting requirements under the Clause 3(i)(d) of the Order are not applicable for the year.
- e) According to the information and explanations given to us and the records of the Company examined by us, there are no proceedings initiated or pending against the Company as at 31st March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the frequency of verification by the management is reasonable and the coverage and procedures of such verification is appropriate. We are informed that, the discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- b) According to the information and explanations given to us and the records of the Company examined by us, the company has been sanctioned working capital limits in excess of Rupees Five crores in aggregate from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company except as given below. The Company has not been sanctioned working capital limits in excess of five crores rupees, in aggregate, from financial institutions during the year on the basis of security of current assets of the Company.

(Rs. '000)

Quarter	Name of bank	Amount as per Books (A)	Amount as reported in the quarterly Statement (B)	Amount of difference (A – B)
June 2024	Axis Bank and Federal Bank	71,483.12	71,351.20	131.92
Sep 2024	Axis Bank and Federal Bank	91,635.48	91,835.11	(199.63)
Dec 2024	Axis Bank and Federal Bank	1,29,285.84	1,28,694.49	591.36
Mar 2025	Axis Bank and Federal Bank	1,61,542.28	1,54,231.11	7,311.17

- iii. According to the information and explanations given to us and the records of the Company examined by us, The company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year and hence the reporting requirements under clause 3(iii) (a) to (f) of the order is not applicable to the company.
- iv. According to the information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities in contravention of provisions of Section 185 and section 186 of the Act.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder and hence, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 of the Act or any other relevant provisions of the Act, and the Rules framed thereunder are not applicable to the company for the year. Accordingly reporting under Clause 3(v) of the Order is not applicable to the company.
- vi. To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records for any of the products of the Company as per the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under section 148 (1) of the Act. Accordingly, the provisions stated under clause 3(vi) of the Order are not applicable to the Company
- vii. In respect of statutory dues -
- a) As per the information and explanations furnished to us and according to our examination of the records of the Company, except for certain minor delays in remittance of undisputed Income Tax Deducted at Source, the Company has been generally regular in depositing undisputed statutory dues including Goods and Service tax, Provident Fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to the company to the appropriate authorities during the year

According to the information and explanations given to us and according to our examination of the

records of the Company, there are no arrears of undisputed statutory dues of material nature outstanding as at 31st March 2025 for a period of more than six months from the date on which they became payable.

- b) According to the information and explanations given to us and as per the records of the Company examined by us, there are no disputed amounts of Goods and Service tax, Provident Fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues which are not deposited with relevant authorities as at 31st March, 2025. Accordingly reporting under Clause 3(vii)(b) of the Order is not applicable to the company.
- viii. According to the information and explanations given to us and the records of the Company examined by us, the company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. a) According to the information and explanations given to us and on the examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) As per the information and explanations furnished to us, and according to our examination of the records of the Company, the Company has not availed any term loans during the year. Accordingly reporting under Clause 3(ix)(c) of the Order is not applicable to the company.
- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Financial Statements of the company, we report that no funds raised on short-term basis have been used during the year for long-term purposes by the company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company did not have any subsidiaries or joint ventures or associates during the year, hence reporting requirements under clause 3(ix)(e) of the Order is not applicable to the Company.
- f) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company did not have any subsidiaries or joint ventures or associates during the year, hence reporting requirements under clause 3(ix)(f) of the Order is not applicable to the Company.
- x. a) According to the information and explanations given to us and the records of the Company examined by us, the company has not raised any moneys by way of initial public offer or further public offer

(including debt instruments) and accordingly the reporting requirement under the clause 3(x)(a) of the Order is not applicable to the Company.

- b) According to the information and explanations given to us and the records of the Company examined by us, the Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year and hence, the reporting requirements under clause 3(x)(b) of the Order is not applicable to the company.

xi.a) During the course of our examination of the books and records of the company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of fraud by the company and material fraud on the company noticed or reported during the year, nor have been informed of any such case by the Management.

- b) To the best of our knowledge, during the year, no report under Section 143(12) of the Act has been filed in Form ADT-4, as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government and upto the date of this report.
- c) According to the information and explanations given to us and the records of the Company examined by us, and as reported to us by the management, there are no whistle blower complaints received by the company during the year.

xii. The Company is not a Nidhi Company. Accordingly, the reporting requirements under clause 3(xii) (a), (b) and (c) of the Order are not applicable to the company.

xiii. According to the information and explanations given to us and the records of the Company examined by us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable and the details of such transactions have been disclosed in Note 33.5 to the financial statements as required by the applicable Accounting Standards.

xiv. a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date of the audit report, in determining the nature, timing and extent of our audit procedures.

xv. According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions with directors or persons connected with the directors. Accordingly, the reporting requirement under clause 3(xv) of the Order is not applicable to the Company.

xvi. According to the information and explanations given to us and the records of the Company examined by us,

- a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable to the company.
 - b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Hence, reporting under clause 3(xvi)(b) of the Order is not applicable to the company.
 - c) The company is a not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3(xvi)(c) of the Order is not applicable to the company.
 - d) As represented to us by the management, there is no core investment company as defined in the regulations made by the Reserve Bank of India within the Group. Hence, reporting under clause 3(xvi)(d) of the Order is not applicable to the company.
- xvii. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly clause (xviii) of the order is not applicable to the company.
- xix. According to the information and explanations given to us and the records of the Company examined by us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets, payment of financial liabilities and other information accompanying the Financial Statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The provisions of section 135 of the Act are not applicable to the company for the year and accordingly, the reporting requirement under clause 3(xx) of the Order is not applicable to the company.
- xxi. According to the information and explanations provided to us and based on our verification of the records of the Company, the reporting requirements clause 3(xxi) of the Order is not applicable to the Company.

ANNEXURE “B” REFERRED TO IN PARAGRAPH 2(f) OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE

Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Scoobee Day Garments (India) Limited** (“the Company”) as of 31st March, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting with reference to Standalone

Financial Statements

A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to Standalone Financial Statements.

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to Standalone Financial Statements and such internal financial controls over financial reporting with reference to Standalone Financial Statements were operating effectively as at 31st March, 2025, based on the internal controls over financial reporting with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Varma & Varma
(Firm No.004532S)

Sd/-

*Signed
Name*

CA P HARIKRISHNANUNNY, B.Com, FCA
M.No.213541
UDIN: 25213541BMIAVV9312

*Place: THRISSUR
Date:21.05.2025*

Address

Partner
M/s. Varma & Varma,
Chartered Accountants,
Daiwik Arcade,
Thiruvambady Road,
Punkunnam,
Thrissur – 680 002.

SCOOBEE DAY GARMENTS (INDIA) LIMITED
(Formerly Known as Victory Paper And Boards (India) Limited)
KIZHAKKAMBALAM, ERNAKULAM -683 562
BALANCE SHEET AS AT 31st MARCH 2025

Rs. in 000's

Particulars	Notes	As at March 31st, 2025	As at March 31st, 2024 (Restated)	As at April 01st, 2023 (Restated)
A. ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	3A	4,63,350.41	4,88,024.66	5,08,459.55
(b) Other Intangible assets	3B	202.24	398.53	747.15
(c) Financial Assets		-	-	-
(i) Other Financial Assets	4	3,767.12	3,497.49	3,969.13
(d) Deferred tax assets (net)	5	-	-	442.37
(e) Other non-current assets	6	3,212.02	3,540.52	2,322.87
Total Non-Current Assets		4,70,531.79	4,95,461.20	5,15,941.07
Current Assets				
(a) Inventories	7	1,04,684.04	63,802.21	74,337.54
(b) Financial Assets				
(i) Trade receivables	8	77,465.86	5,699.18	12,737.60
(ii) Cash and cash equivalents	9	7,709.30	581.04	10,845.63
(iii) Bank balance other than (ii) above	10	-	170.29	5,932.80
(c) Current Tax Assets	11	904.25	510.54	558.79
(d) Other current assets	12	14,500.54	12,015.55	12,179.44
Total Current Assets		2,05,263.99	82,778.81	1,16,591.80
TOTAL ASSETS		6,75,795.78	5,78,240.01	6,32,532.87
B. EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	13	1,35,000.00	1,35,000.00	1,35,000.00
(b) Other equity	14	(85,689.56)	(1,04,617.93)	(1,41,534.71)
Total Equity		49,310.44	30,382.07	(6,534.71)
Liabilities				
Non - Current Liabilities				
(a) Financial liabilities				
(i) Borrowings	15	40,170.23	82,761.73	1,46,478.03
(b) Provisions	16	4,164.42	2,361.04	1,752.68
(c) Deferred Tax Liabilities (net)	17	10,471.64	2,465.14	-
(d) Other Non - Current Liabilities	18	3,795.96	-	-
Total Non - Current Liabilities		58,602.25	87,587.91	1,48,230.71
				<i>Contd...2</i>

	Notes	As at March 31st, 2025	As at March 31st, 2024 (Restated)	As at April 01st, 2023 (Restated)
Current Liabilities				
(a) Financial liabilities				
(i) Borrowings	19	5,40,189.97	4,41,824.10	4,62,398.81
(ii) Trade payables	20			
total outstanding dues of micro enterprises and small enterprises		609.48	12.16	35.22
total outstanding dues of creditors other than micro enterprises and small enterprises		22,988.31	16,095.35	25,550.30
(b) Other current liabilities	21	3,882.57	2,243.91	2,847.55
(c) Provisions	22	212.76	94.51	4.99
Total Current Liabilities		5,67,883.09	4,60,270.03	4,90,836.87
Total Liabilities		6,26,485.34	5,47,857.94	6,39,067.58
TOTAL EQUITY AND LIABILITIES		6,75,795.78	5,78,240.01	6,32,532.87
General Information about the company	1			
Basis of preparation, measurement and material accounting policies	2			
Additional Information	33			

As per our separate report of even date attached

The accompanying notes are an integral part of the financial statements.

For and on Behalf of Board of Directors of ScooBee Day
Garments (India) Limited (CIN No.L27100KL1994PLC008083)

Sd/-

K L V Narayanan

Managing Director (DIN: 01273573)

Sd/-

Dony Dominic

Director (DIN: 03588411)

Sd/-

Zaphia Fareed

Chief Financial Officer

Sd/-

Alphonsa Jose

Company Secretary

Place : Kizhakkambalam

Date : 21.05.2025

For Varma & Varma

(Firm No.004532S)

Sd/-

CA. P. Harikrishnanunny B.Com, FCA

M.No.213541

Partner

Chartered Accountants

SCOOBEE DAY GARMENTS (INDIA) LIMITED

(Formerly Known as Victory Paper And Boards (India) Limited)

KIZHAKKAMBALAM, ERNAKULAM -683 562

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2025

Rs. in 000's

Particulars	Notes	For the Year ended March 31st, 2025	For the Year ended March 31st, 2024
INCOME			
Revenue from operations	23	4,65,028.37	4,07,671.99
Other income	24	6,041.59	2,241.11
Total income		4,71,069.96	4,09,913.10
EXPENSES			
Cost of Materials Consumed	25	2,37,449.21	1,54,428.51
Changes in inventories of finished goods and work-in-progress	26	(34,400.53)	1,951.30
Employee benefits expense	27	1,31,438.24	1,09,004.81
Finance costs	28	26,439.11	28,616.27
Depreciation and amortisation expenses	29	31,233.18	24,703.85
Other expenses	30	73,423.24	51,735.78
Total expenses		4,65,582.45	3,70,440.52
Profit before exceptional items and tax		5,487.51	39,472.58
Exceptional Items	31	21,659.43	-
Profit before tax		27,146.94	39,472.58
Tax expense			
Current tax		-	-
Adjustment of tax relating to earlier periods		(15.30)	-
Deferred tax		8,063.72	2,818.99
Total Tax Expense		8,048.42	2,818.99
Profit for the year		19,098.52	36,653.59
Other comprehensive income/(loss)			
A. (i) Items that will not be reclassified to profit or loss			
a) Remeasurements of the defined benefit plans - Gratuity		(227.37)	351.71
(ii) Income tax relating to items that will be reclassified to profit or loss			
a) Remeasurements of the defined benefit plans - Gratuity		57.22	(88.52)
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive income / (loss)		(170.15)	263.19
Total comprehensive income for the year (Comprising profit/(loss) and Other Comprehensive income/(loss) for the year		18,928.37	36,916.78

Earnings per equity share (Face Value of Rs .10/- each)			
1. Basic (in Rs.)	32	1.41	2.73
2 .Diluted (in Rs.)	32	1.41	2.73
General Information about the company	1		
Basis of preparation, measurement and material accounting policies	2		
Additional Information	33		

As per our separate report of even date attached

The accompanying notes are integral part of the financial statements.

Garments (India) Limited (CIN
No.L27100KL1994PLC008083)

Sd/-

K L V Narayanan

Managing Director (DIN: 01273573)

Sd/-

Dony Dominic

Director (DIN: 03588411)

Sd/-

Zaphia Fareed

Chief Financial Officer

Sd/-

Alphonsa Jose

Company Secretary

Place : Kizhakkambalam

Date : 21.05.2025

For Varma & Varma

(Firm No.004532S)

Sd/-

CA. P. Harikrishnanunny B.Com, FCA

M.No.213541

Partner

Chartered Accountants

SCOOBEE DAY GARMENTS (INDIA) LIMITED
(Formerly Known as Victory Paper And Boards (India) Limited)
KIZHAKKAMBALAM, ERNAKULAM -683 562
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2025

Rs in 000's

SI No	Particulars	For the Year ended 31.03.2025	For the Year ended 31.03.2024
A.	<u>Cash flow from Operating Activities:</u>		
	Profit before tax	27,146.94	39,472.58
	Adjustments for:		
	Depreciation and amortisation Expenses	31,233.18	24,703.85
	Finance Costs	26,439.11	28,616.27
	Sundry Balances no more payable written back	(1,069.62)	-
	Provision for Gratuity	1,694.26	1,049.58
	Unrealised foreign exchange (gain)/ loss (net)	(319.82)	-
	Deferred Income	(379.60)	-
	Irrecoverable advances written off	766.21	49.22
	Loss on sale of property, plant and equipment	66.55	-
	Profit on sale of property, plant and equipment (See Note No:- 31)	(21,659.43)	(338.29)
	Operating Profit before working capital changes	63,917.78	93,553.21
	Adjustments for:		
	(Increase)/ Decrease in Inventory	(40,881.83)	10,535.32
	Other Non-Current Assets, Other Current Assets	(74,425.67)	3,806.48
	Increase/ (Decrease) in Trade Payables, Other Current liabilities	9,818.96	(7,952.68)
	Cash generated/(used in) operations	(41,570.76)	99,942.33
	Less: Income tax paid (net)	(378.41)	48.26
	Net cash (used)/ from operating activities (A)	(41,949.17)	99,990.59
B.	<u>Cash flow from Investing Activities:</u>		
	Purchase of Property, Plant and Equipment	(8,326.73)	(5,288.52)
	Sale of Property, Plant and Equipment (See Note No.31)	23,556.98	1,814.86
	Capital Subsidy Received (See Note No 24.1)	4,555.15	-
	Proceeds from/(investments in) fixed deposits with banks	(99.34)	6,234.15
	Purchase of Intangible Assets	-	(108.39)
	Net cash from investing activities (B)	19,686.06	2,652.10

Contd...2

C.	<u>Cash flow from Financing Activities:</u>		
	Proceeds from /(Repayment of) Non-Current Borrowings (including current maturities) (net)	(46,026.75)	(17,689.55)
	Proceeds from /(Repayment of) Current Borrowings (net)	1,01,857.23	(66,601.46)
	Finance Costs	(26,439.11)	(28,616.27)
	Net cash from/(used in) financing activities (C)	29,391.37	(1,12,907.28)
	Net Increase/ (Decrease) in Cash and Cash equivalents (A+B+C)	7,128.26	(10,264.59)
	Cash and cash equivalents at the beginning of the year	581.04	10,845.63
	Cash and cash equivalents at the end of the Year (Refer Note No. 9)	7,709.30	581.04

As per our separate report of even date attached

Basis of preparation, measurement and material accounting policies - Note No:- 2

The accompanying notes are integral part of the financial statements.

For and on Behalf of Board of Directors of ScooBee

Day Garments (India) Limited (CIN No.

L27100KL1994PLC008083)

For Varma & Varma

(Firm No.004532S)

Sd/-

K L V Narayanan

Managing Director (DIN: 01273573)

Sd/-

CA. P. Harikrishnanunny B.Com, FCA

M.No.213541

Sd/-

Dony Dominic

Director (DIN: 03588411)

Partner

Chartered Accountants

Sd/-

Zaphia Fareed

Chief Financial Officer

Sd/-

Alphonsa Jose

Company Secretary

Sd/-

Place : Kizhakkambalam

Date : 21.05.2025

SCOOBEE DAY GARMENTS (INDIA) LTD.
(Formerly Known as Victory Paper And Boards (India) Limited)
KIZHAKKAMBALAM, ERNAKULAM -683 562

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2025

(A) EQUITY SHARE CAPITAL

	Rs. in 000's
Particulars	Amount
Balance as at 01st April, 2023	1,35,000.00
Changes in equity share capital during the year	-
Balance as at 31st March, 2024	1,35,000.00
Balance as at 01st April, 2024	1,35,000.00
Changes in equity share capital during the year	-
Balance as at 31st March, 2025	1,35,000.00

(B) OTHER EQUITY

	Rs. in 000's			
Particulars	Reserves & Surplus		Items of other comprehensive income	Total
	Retained earnings	Other reserves		
Balance as at 01st April, 2023	(1,40,219.41)	-	-	(1,40,219.41)
Changes in Accounting policies or prior period errors (See Note No:- 33.29)	(1,315.30)	-	-	(1,315.30)
Restated balance as at 01st April 2023	(1,41,534.71)	-	-	(1,41,534.71)
Profit for the year	36,653.59	-	-	36,653.59
Re-measurements of post employment benefit obligations (net of tax)	-	-	263.19	263.19
Balance as at 31st March 2024	(1,04,881.12)	-	263.19	(1,04,617.93)

Contd...2

Balance as at 01st April, 2024	(1,04,881.12)	-	263.19	(1,04,617.93)
Changes in Accounting policies or prior period errors (See Note No:- 33.29)	-	-	-	-
Restated balance as at 01st April 2024	(1,04,881.12)	-	263.19	(1,04,617.93)
Profit for the year	19,098.52	-	-	19,098.52
Re-measurements of post employment benefit obligations (net of tax)	-	-	(170.15)	(170.15)
Balance as at 31st March 2025	(85,782.60)	-	93.04	(85,689.56)

As per our separate report of even date attached

Basis of preparation, measurement and material accounting policies - Note No: 2

The accompanying notes are integral part of the financial statements.

For and on Behalf of Board of Directors of
ScooBee Day Garments (India) Limited
(CIN No. L27100KL1994PLC008083)

For Varma & Varma
(Firm No.004532S)

Sd/-

K L V Narayanan

Managing Director (DIN: 01273573)

Sd/-

CA. P. Harikrishnanunny B.Com, FCA

M.No.213541

Partner

Chartered Accountants

Sd/-

Dony Dominic

Director (DIN: 03588411)

Sd/-

Alphonsa Jose

Company Secretary

Sd/-

Zaphia Fareed

Chief Financial Officer

Place : Kizhakkambalam

Date : 21.05.2025

**NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED 31ST MARCH, 2025**

1. GENERAL INFORMATION ABOUT THE COMPANY

ScooBee Day Garments (India) Limited ("the Company") (Formerly known as Victory paper and Boards (India)) is a public limited company incorporated in India on 9th August 1994 having its registered office at Kizhakkambalam, Aluva, Ernakulam. The Company has listed its equity shares on Bombay Stock Exchange (BSE). The company is a manufacturer of apparels, ready made garments and aluminium roofing and accessories.

2. BASIS OF PREPARATION, MEASUREMENT AND MATERIAL ACCOUNTING POLICIES

2.1 Basis of Preparation and Measurement

(a) Basis of preparation

The Standalone financial statements which comprise the Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, and the Statement of Changes in Equity ("financial statements") have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India and other relevant provisions of the Act, as applicable.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Division II of Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities

An asset is treated as current when it is

- a. Expected to be realised or intended to be sold or consumed in normal operating cycle;
- b. Held primarily for the purpose of trading;
- c. Expected to be realised within twelve months after the reporting period; or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability

for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when

- a. It is expected to be settled in normal operating cycle;
- b. It is held primarily for the purpose of trading;
- c. It is due to be settled within twelve months after the reporting period; or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve

months

K.L.V.NARAYANAN
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DONY DOMINIC
DIRECTOR
DIN: 03588411

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All other liabilities are classified as non-current

All amounts disclosed in financial statements and notes have been rounded off to the nearest thousands as per requirement of Schedule III of the Act, unless otherwise stated.

(b) Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

2.2 KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

(a) Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- Measurement of defined benefit obligations - Note 33.4
- Measurement and likelihood of occurrence of provisions - Note 16 and 22
- Recognition of deferred tax liabilities - Note 17

(b) Measurement of fair values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The valuation team regularly reviews significant unobservable inputs and valuation adjustments. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

2.3 Revenue recognition

Effective 1st April, 2018, the Company has adopted Ind AS 115 - Revenue from Contracts with Customers (Ind AS 115, the standard), using the cumulative effect method for transition. The adoption of the standard did not have any material impact to the financial statements.

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/ arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

2.4 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components). The cost of replacement spares/ major inspection relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Depreciation on Tangible Assets has been provided on Straight Line method. The useful lives adopted are as prescribed in Schedule II of the Companies Act, 2013, except for leasehold land which is amortised over the period of lease. Capital Spares are depreciated based on useful life of each replaced part.

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The company depreciates property, plant and equipment over their estimated useful lives using straight line method. The estimated useful lives of assets are as follows:

Buildings (other than factory buildings) - RCC Frame Structures	60 years
Buildings (other than RCC Frame Structure) and Factory Buildings	30 years
Continuous process plant	25 years
Other Plant and Machinery	15 years
Office equipment	5 years
Furniture and Fittings	10 years
Computers and data processing units	3-6 years
Vehicles (motor cars)	8 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Repairs and maintenance costs are recognized in the Statement of Profit and Loss. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

2.5 Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

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The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Design	- 10 years
Know-how	- 10 years
Computer software	- 5 years
Distribution network	-15 years

2.6 Financial instruments

a) Financial Assets:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at-

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables that do not contain a significant financing component are measured at transaction price as per Ind AS 115.

Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

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Debt Instruments:

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

Measured at fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

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Derivative Financial Instruments:

The Company uses derivative financial instruments to hedge its foreign currency and commodity risks. Derivatives are measured at fair value. The treatment of changes in the value of derivative depends on their use as explained below:

Cash flow hedges:

Derivatives are held to hedge the uncertainty in timing or amount of future forecast cash flows. Such derivatives are classified as being part of cash flow hedge relationships. For an effective hedge, gains and losses from changes in the fair value of derivatives are recognised in other comprehensive income. Any ineffective elements of the hedge are recognised in the statement of profit and loss.

If the hedged cash flow relates to a non-financial asset, the amount accumulated in equity is subsequently included within the carrying value of that asset. For other cash flow hedges, amounts accumulated in other comprehensive income are taken to the statement of profit and loss at the same time as the related cash flow.

When a derivative no longer qualifies for hedge accounting, any cumulative gain or loss remains in equity until the related cash flow occurs. When the cash flow takes place, the cumulative gain or loss is taken to the statement of profit and loss. If the hedged cash flow is no longer expected to occur, the cumulative gain or loss is taken to the statement of profit and loss immediately

Derivatives for which hedge accounting is not applied

Derivative financial instruments for which hedge accounting is not applied are initially recognised at fair value on the date on which a derivative contract is entered and are subsequently measured at FVTPL.

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Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

b) Financial Liabilities:**Initial recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

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Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. Gains and losses are recognised in profit or loss when the liabilities are derecognised.

2.7 Fair value of financial instruments

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amounts are more or less equal to the fair value due to the short maturity of these instruments.

2.8 Impairment of Non-Financial Assets:

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

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If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the Statement of Profit and Loss. The impairment loss is allocated first to reduce the carrying amount of any goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit, pro rata based on the carrying amount of each asset in the unit. Recoverable amount is higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased, basis the assessment a reversal of an impairment loss for an asset other than goodwill is recognised in the Statement of Profit and Loss account.

2.9 Provisions, Contingent Liability and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The estimates reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

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2.10 Foreign currency

The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions, and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss.

2.11 Earnings per equity share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included.

2.12 Income tax and Deferred Tax

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/ expenses and penalties, if any, related to income tax are included in current tax expense.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

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For defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited to 'Finance costs' in the Statement of Profit and Loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

The defined benefit plan surplus or deficit on the Balance Sheet comprises the total for each plan of the fair value of plan assets less the present value of the defined benefit liabilities (using a discount rate by reference to market yields on government bonds at the end of the reporting period).

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

Termination benefits

Termination benefits, in the nature of voluntary retirement benefits or termination benefits arising from restructuring, are recognised in the Statement of Profit and Loss. The Company recognises termination benefits at the earlier of the following dates:

(a) when the Company can no longer withdraw the offer of those benefits; or

(b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

Share-Based Payments:

Employees of the Company receive remuneration in the form of share-based payments in consideration of the services rendered.

Under the equity settled share-based payment, the fair value on the grant date of the awards given to employees is recognised as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated by an independent valuer basis Black Scholes model. At the end of each reporting period, apart from the non-market vesting condition, the expense is reviewed and adjusted to reflect changes to the level of options expected to vest. When the options are exercised, the Company issues fresh equity shares.

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For cash-settled share-based payments, the fair value of the amount payable to employees is recognised as 'employee benefit expenses' with a corresponding increase in liabilities, over the period of non-market vesting conditions getting fulfilled. The liability is remeasured at each reporting period up to, and including the settlement date, with changes in fair value recognised in employee benefits expenses.

2.14 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows of the Company are segregated into operating, investing and financing activities.

2.15 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

2.16 Leases

The Company's lease asset classes consist of leases for Land and Buildings, Plant & Equipment, Furniture and Fixtures & Office Equipment. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

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As a lessee

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The company's lease liabilities are included in Other financial liabilities.

As a lessor

Leases in which a substantial portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments and receipts under such leases are recognised to the Statement of Profit and Loss on a straight-line basis over the term of the lease unless the lease payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, in which case the same are recognised as an expense in line with the contractual term.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee.

The Company accounts for sale and lease back transaction, recognising right-of-use assets and lease liability, measured in the same way as other right-of-use assets and lease liability. Gain or loss on the sale transaction is recognised in statement of profit and loss. No gain or loss is recognised from the sale transaction to the extent the asset is leased back.

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2.17 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

2.18 Inventories

Inventories as at the close of the year are valued at cost or net realisable value whichever is lower. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by item basis. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

2.19 Government Subsidy/ Grant

Government Grant is recognized only when there is a reasonable assurance that the entity will comply with the conditions attaching to them and the grants will be received.

a) Subsidy related to assets is recognized as deferred income which is recognized in the statement of profit & loss on systematic basis over the useful life of the assets.

Purchase of assets and receipts of related grants are separately disclosed in statement of cash flow.

b) Grants related to income are treated as other income in statement of profit and loss subject to due disclosure about the nature of grant.

2.20 Changes in Accounting Standards and recent accounting pronouncement

Effective from April 1, 2019, the company has adopted IND AS 116 'Leases'. The application of IND AS 116 did not have any significant impact in the financial results of the company.

2.21 Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within short-term borrowings in the balance sheet.

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2.22 Operating segments:

An Operating Segment is the level at which discrete financial information is available. Business segments are identified considering:

- a) the nature of products and services
- b) the differing risks and returns
- c) the internal organisation and management structure, and
- d) the internal financial reporting systems.

Revenue and expenses directly attributable to segments are reported under each reportable segment. Exceptional items and other expenses which are not attributable or allocable to segments are disclosed separately. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable assets and liabilities.

K.L.V.NARAYANAN
MANAGING DIRECTOR
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DONY DOMINIC
DIRECTOR
DIN: 03588411

As per our separate report of even date attached

SCOOBEE DAY GARMENTS (INDIA) LIMITED.
(Formerly Known as Victory Paper And Boards (India) Limited)
KIZHAKKAMBALAM, ERNAKULAM -683 562

NOTE 3A: PROPERTY, PLANT AND EQUIPMENT (OWNED ASSETS)

(In Rs.000')

Particulars	As at 31st March 2025	As at 31st March 2024	As at 01st April 2023
Land - Freehold	81,850.68	82,271.24	82,271.24
Buildings	2,61,080.06	2,78,578.59	2,90,950.48
Plant And Equipment	1,07,736.25	1,12,593.50	1,18,947.61
Furniture and Fixtures	8,860.34	9,603.14	10,619.65
Vehicle	267.58	301.82	336.06
Office equipment	2,554.52	3,544.77	4,676.92
Electrical Installations and equipment	1,000.98	1,131.60	657.59
Total	4,63,350.41	4,88,024.66	5,08,459.55

(In Rs.000')

Gross carrying value	Land	Buildings	Plant And Equipment	Furniture and Fixtures	Vehicle	Office equipment	Electrical Installations and equipment	Total
Balance as at April 1, 2022	82,271.24	3,63,904.10	1,49,806.74	22,919.03	2,391.16	8,565.95	883.43	6,30,741.65
Additions	-	-	10,009.12	3,203.80	350.00	82.65	12.38	13,657.95
Disposals/ Other adjustments	-	-	(2,996.86)	(20.01)	-	-	-	(3,016.87)
Balance as at April 01, 2023	82,271.24	3,63,904.10	1,56,819.00	26,102.82	2,741.16	8,648.60	895.81	6,41,382.73
Additions	-	-	4,324.11	252.49	-	110.76	601.15	5,288.51
Disposals/ Other adjustments	-	-	(1,850.79)	-	-	(13.98)	-	(1,864.77)
Balance as at March 31, 2024	82,271.24	3,63,904.10	1,59,292.32	26,355.31	2,741.16	8,745.38	1,496.96	6,44,806.47
Additions	-	-	7,374.11	548.24	-	392.10	12.29	8,326.74
Disposals/ Other adjustments	(420.56)	-	(1,793.43)	-	-	(156.35)	-	(2,370.34)
Balance as at March 31, 2025	81,850.68	3,63,904.10	1,64,873.00	26,903.55	2,741.16	8,981.13	1,509.25	6,50,762.87

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MANAGING DIRECTOR
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DIRECTOR
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As per our separate report of even date attached

SCOOBEE DAY GARMENTS (INDIA) LIMITED.**(Formerly Known as Victory Paper And Boards (India) Limited)****KIZHAKKAMBALAM, ERNAKULAM -683 562****NOTE 3B: INTANGIBLE ASSETS****(In Rs.000')**

Particulars	As at 31st March 2025	As at 31st March 2024	As at 01st April 2023
Computer Software	202.24	398.53	747.15
Total	202.24	398.53	747.15

Gross carrying value	Computer Software	Total
Balance as at April 1, 2022	2,520.98	2,520.98
Additions	177.14	177.14
Disposals/ Other adjustments		
Balance as at April 01, 2023	2,698.12	2,698.12
Additions	108.39	108.39
Disposals/ Other adjustments	-	-
Balance as at March 31, 2024	2,806.51	2,806.51
Additions	-	-
Disposals/ Other adjustments	-	-
Balance as at March 31, 2025	2,806.51	2,806.51

Accumulated Amortisation	Computer Software	Total
Balance as at April 1, 2022	1,430.55	1,430.55
Additions	520.42	520.42
Disposals/ Other adjustments		
Balance as at April 01, 2023	1,950.97	1,950.97
Additions	457.01	457.01
Disposals/ Other adjustments	-	-
Balance as at March 31, 2024	2,407.98	2,407.98
Additions	196.29	196.29
Disposals/ Other adjustments	-	-
Balance as at March 31, 2025	2,604.27	2,604.27

Net Block	Computer Software	Total
Carrying amount as on April 01, 2023	747.15	747.15
Carrying amount as on March 31, 2024	398.53	398.53
Carrying amount as on March 31, 2025	202.24	202.24

MANAGING DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)**DIRECTOR**
DONY DOMINIC (DIN:03588411)*As per our separate report of even date attached*

NOTE 3B: INTANGIBLE ASSETS		(In Rs.)
Particulars	As at 31st March 2025	As at 31st March 2024
Computer Software	2,02,239.70	3,98,528.71
Total	2,02,239.70	3,98,528.71
Gross carrying value	Computer Software	Total
Balance as at April 1, 2022	25,20,980.00	
Additions	1,77,139.04	
Disposals/ Other adjustments		
Balance as at March 31, 2023	26,98,119.04	26,98,119.04
Additions	1,08,388.22	1,08,388.22
Disposals/ Other adjustments		-
Balance as at March 31, 2024	28,06,507.26	28,06,507.26
Additions		-
Disposals/ Other adjustments		-
Balance as at March 31, 2025	28,06,507.26	28,06,507.26
Accumulated depreciation	Computer Software	Total
Balance as at April 1, 2022	14,30,547.33	
Additions	5,20,424.13	
Disposals/ Other adjustments		
Balance as at March 31, 2023	19,50,971.46	19,50,971.46
Additions	4,57,007.09	4,57,007.09
Disposals/ Other adjustments		-
Balance as at March 31, 2024	24,07,978.55	24,07,978.55
Additions	1,96,289.01	1,96,289.01
Disposals/ Other adjustments		-
Balance as at March 31, 2025	26,04,267.56	26,04,267.56
Particulars	Computer Software	Total
Carrying amount as on March 31, 2023	7,47,147.58	7,47,147.58
Carrying amount as on March 31, 2024	3,98,528.71	3,98,528.71
Carrying amount as on March 31, 2025	2,02,239.70	2,02,239.70

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 4			
Other Non-Current Financial Assets			
Unsecured, considered good unless otherwise stated			
Bank deposits with remaining maturity of more than twelve	3,767.12	3,497.49	3,969.13
	3,767.12	3,497.49	3,969.13
4.1 Bank deposits with remaining maturity of more than twelve months represents restricted bank balances of Rs. 37,67,122.00 (Previous Year: Rs. 34,97,493.00). The restrictions are primarily on account of bank balances held as margin money deposits against guarantees.			
	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 5			
Deferred Tax Assets			
Deferred Tax Asset on			
Provision for employee benefits	-	-	442.37
Deferred Tax Assets	-	-	442.37
	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 6			
Other non-current assets			
Unsecured and considered good unless otherwise stated :			
Capital Advances	-	766.21	755.57
Security deposits	2,812.02	2,774.31	1,567.30
Other Advances (Refer Note No. 6.1)	400.00	-	-
	3,212.02	3,540.52	2,322.87
6.1. Other advances represents professional fees paid to M/s Vivro Financial Services Private Limited in connection with proposed			
MANAGING DIRECTOR		DIRECTOR	
K.L.V.NARAYANAN (DIN:01273573)		DONY DOMINIC (DIN:03588411)	
As per our separate report of even date attached			

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 7			
Inventories			
Raw Materials	24,178.08	19,947.87	28,999.73
Work-in-progress	63,845.01	30,958.97	29,827.27
Finished Goods	4,412.43	2,897.94	5,980.94
Stores and Spares	6,389.17	7,169.60	3,772.11
Packing Materials	5,859.35	2,827.83	5,757.49
	1,04,684.04	63,802.21	74,337.54

7.1 Refer Note 2.18 For method of valuation of inventories

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 8			
Trade receivables			
Unsecured, considered good			
-Disputed	-	-	-
-Undisputed	77,465.86	5,699.18	12,737.60
	77,465.86	5,699.18	12,737.60

8.1 Trade Receivable includes the amounts receivable from related parties as given below:-

Particulars	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Kitex Garments Limited	24,506.63	0.59	272.54
Kitex Limited	7,084.33	-	-
Anna Aluminium Vessels	39.20	-	-
Anna Aluminium Company (P) Ltd	2,048.06	-	-
Sara Spices Private Limited	0.03	3,244.53	-
Total	33,678.25	3,245.12	272.54

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DIRECTOR
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8.2 Trade Receivables Ageing Schedule as on 31st March 2025

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	76,597.48	49.90	591.56	17.36	209.56	77,465.86
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

MANAGING DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR
DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

8.3 Trade Receivables Ageing Schedule as on 31st March 2024

Particulars	Outstanding for the following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	5,465.72	0.69	23.21	57.53	152.03	5,699.18
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

MANAGING DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)

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DONY DOMINIC (DIN:03588411)

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8.4 Trade Receivables Ageing Schedule as on 1st April 2023

Particulars	Outstanding for the following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	12,527.92	19.03	38.62	48.79	103.24	12,737.60
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

MANAGING DIRECTOR
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DIRECTOR
DONY DOMINIC (DIN:03588411)

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	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 9			
Cash and cash equivalents			
Cash on hand	44.90	42.12	254.80
Balance with Banks:-			
In current accounts	7,507.23	477.52	9,765.80
In Overdraft accounts	157.17	61.40	825.03
	7,709.30	581.04	10,845.63
	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 10			
Bank balance other than cash and cash equivalents			
Bank deposits with original maturity of more than three months but less than twelve months	-	170.29	5,932.80
	-	170.29	5,932.80
10.1. Bank deposits with original maturity of more than three months but less than twelve months represents restricted bank balances of Rs. 0 (Previous Year: Rs. 1,70,293.00). The restrictions are primarily on account of bank balances held as margin money deposits against guarantees.			
	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 11			
Current Tax Assets			
Income Tax Receivable	904.25	510.54	558.79
	904.25	510.54	558.79
11.1. Refer Note No. 33.34 for details of taxation			
	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 12			
Other current assets			
Unsecured and considered good unless otherwise stated:			
Advances other than capital advances :-			
Advances to Suppliers	2,896.98	4,093.03	2,527.68
Prepaid expenses	-	20.96	20.96
Balance with Government Authorities	5,876.10	3,414.05	3,480.66
Advances to Employees	2,704.14	2,615.44	2,603.27
ROSCTL Refund due	2,606.87	184.55	707.86
Other assets	416.45	1,687.52	2,839.01
	14,500.54	12,015.55	12,179.44
MANAGING DIRECTOR K.L.V.NARAYANAN (DIN:01273573) DIRECTOR DONY DOMINIC (DIN:03588411)			
<i>As per our separate report of even date attached</i>			

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
<u>Note 13</u>			
<u>Equity Share Capital</u>			
Authorised:			
1,80,00,000 (March 31, 2024: 1,35,00,000) Equity shares of Rs.10/- each	1,80,000.00	1,35,000.00	1,35,000.00
Issued, Subscribed and fully paid up			
1,35,00,000 (March 31, 2024: 1,35,00,000) Equity shares of Rs.10/- each	1,35,000.00	1,35,000.00	1,35,000.00
13.1 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:			
Balance as at the beginning of the year	1,35,00,000	1,35,00,000	1,35,00,000
Add: Shares Issued during the year	Nil	Nil	Nil
Balance as at the end of the year	1,35,00,000	1,35,00,000	1,35,00,000
13.2 Rights ,Preferences & Restrictions attached to Equity shares.			
The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.			
In the case of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential claims as provided in the Companies Act, 2013. The distribution will be in proportion to the number of equity shares held by the shareholders.			
13.3 The Board of Directors of the Company, in its meeting held on March 27, 2025, has approved a Rights Issue of equity shares to the existing shareholders for an aggregate amount not exceeding ₹5,000 Lakhs. Company has filed Draft Letter of Offer (DLOF) with the Securities and Exchange Board of India (SEBI) on May 8, 2025, in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. As per the DLOF filed, the proceeds from the Rights Issue are intended to be utilized for the adjustment of unsecured loans from promoters and group companies, and for general corporate purposes.			
The shareholders of the Company at the Extra-Ordinary General Meeting held on March 17, 2025, had approved the increase in the authorised share capital of the Company from Rs. 13,50,00,000/- (1,35,00,000 shares) to Rs. 18,00,00,000/- (1,80,00,000 shares) to facilitate the Rights Issue.			
Subsequently, the Draft Letter of Offer for the Rights Issue was approved by the Board of Directors on May 8, 2025, and has been filed with the Stock Exchange (BSE Limited) on the same date in accordance with the applicable SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.			
The Rights Issue is subject to receipt of necessary approvals from SEBI and other statutory/regulatory authorities, as may be applicable.			
MANAGING DIRECTOR		DIRECTOR	
K.L.V.NARAYANAN (DIN:01273573)		DONY DOMINIC (DIN:03588411)	
<i>As per our separate report of even date attached</i>			

13.4 Number of shares held by shareholders holding more than 5% of the aggregate shares in the company

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Name of the Shareholder	No. of Shares	No. of Shares	No. of Shares
Anna Aluminium Company (P) Ltd	51,36,900	51,36,900	51,36,900
% of Holding	38.05	38.05	38.05
Boby M Jacob	31,37,533	31,37,533	31,37,533
% of Holding	23.24	23.24	23.24
Minny Bobby	18,49,021	18,49,021	18,49,021
% of Holding	13.70	13.70	13.70

13.5 There are no shares allotted as fully paid up pursuant to contract(s) without payment being received in cash during the year or 5 years immediately preceding the reporting date.

13.6 There are no shares bought back during the year or 5 years immediately preceding the reporting date.

13.7 There was no bonus issue of shares during the year or 5 years immediately preceding the reporting date.

13.8 Details of shares held by promoters

Promoter Name	As at March 31st, 2025			As at March 31st, 2024		
	Number of shares	% of total shares	% of Change	Number of shares	% of total shares	% of Change
Boby M Jacob	31,37,533	23.24	-	31,37,533	23.24	-
Minny Bobby	18,49,021	13.70	-	18,49,021	13.70	-

Promoter Name	As at April 01st, 2023		
	Number of shares	% of total shares	% of Change
Boby M Jacob	31,37,533	23.24	-
Minny Bobby	18,49,021	13.70	-

MANAGING DIRECTOR

K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR

DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 14			
Other equity			
Retained Earnings			
Balance at the beginning of the year	(1,04,881.12)	(1,40,219.41)	(2,18,595.75)
Changes in Accounting policies or prior period errors (Refer Note No:- 33.29)	-	(1,315.30)	-
Restated balance at the beginning of the year	(1,04,881.12)	(1,41,534.71)	(2,18,595.75)
Add: Profit/ (Loss) for the year	19,098.52	36,653.59	78,376.34
Closing balance at the end of the year (A)	(85,782.60)	(1,04,881.12)	(1,40,219.41)
Items of Other comprehensive Income			
- Remeasurements of defined benefit plans			
Balance at the beginning of the year	263.19	-	-
Changes in Accounting policies or prior period errors (Refer Note No:- 33.29)	-	-	-
Restated balance at the beginning of the year	263.19	-	-
Add: Profit/ (Loss) for the year	(170.15)	263.19	-
Closing balance at the end of the year (B)	93.04	263.19	-
Total (A + B)	(85,689.56)	(1,04,617.93)	(1,40,219.41)
14.1 Retained earnings			
Retained earnings represents the amount of accumulated earnings of the company.			
14.2 Other Comprehensive Income			
Remeasurement of Net Defined Benefit Plans: Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to			
	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 15			
Non-Current Borrowings			
Secured			
i) From The Federal Bank Limited			
a) Term loan - 1	33,254.16	67,344.93	1,11,115.79
b) Term loan - 2	-	-	23,169.23
c) Working capital term loan	6,916.07	15,416.80	12,193.01
	40,170.23	82,761.73	1,46,478.03
MANAGING DIRECTOR			
K.L.V.NARAYANAN (DIN:01273573)			
DIRECTOR			
DONY DOMINIC (DIN:03588411)			
<i>As per our separate report of even date attached</i>			

15.1 .Terms of Repayment

Particulars	Amount outstanding as on 31.03.2025 (Rs. In '000)	No of monthly instalments remaining as on 31.03.2025	Amount of instalment (Rs. In '000)	Rate of interest as at 31st March 2025
a) Term loan - 1	67,344.93	2	2314.81	10.90%
		12	2946.12	
		12	2280.17	
c) Working capital term loan	15,416.79	21	734.13	Repo Rate plus 6.35%

15.2 Refer Note No.19 for Current Maturities of Non-Current Borrowings

15.3 Term Loan from The Federal Bank Limited is

1) Primarily secured by:-

i) Equitable Mortgage of 32.73 acres of land along with the building and other accessories in Sy. Nos. 382/7, 383/1, 2,7/2, 3/2, 5,6/1, 7/1 at Nedungur Village at Karur, Tamil Nadu

2) Collaterally secured by :-

i) Equitable Mortgage of 52.87 acres of land at Elappully Village, Palakkad owned by the company and DSRA of Rs.2 Crores to be built by way of cut back deposits from export bill realisation@1% of each bill,

ii) Hypothecation of all current assets / movable fixed assets (other than those exclusively financed by other lenders) of the company

Term loan is also secured by corporate guarantee given by Anna Aluminium Company Private Limited and Kitex Limited.

15.4 Working capital Term loan from The Federal Bank Limited is

1) Primarily secured by:-

i) Hypothecation of all movable fixed assets created out of bank finance

2) Collaterally secured by:-

i) Equitable Mortgage of 52.87 acres of land at Elappully Village, Palakkad owned by the company.

ii) Equitable Mortgage of 32.73 acres of land along with the building and other accessories in Sy. Nos. 382/7, 383/1, 2,7/2, 3/2,

5,6/1, 7/1 at Nedungur Village at Karur, Tamil Nadu

MANAGING DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR
DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)	
Note 16				
Provisions - Non Current				
Provision for Employee Benefits				
Provision for Gratuity	4,164.42	2,361.04	1,752.68	
	4,164.42	2,361.04	1,752.68	
16.1 Movement in provisions				
Opening Balance	2,455.55	1,757.67	-	
Add :- Recognised during the year	1,921.63	697.88	1,757.67	
Less :- Utilized during the year	-	-	-	
Closing Balance	4,377.18	2,455.55	1,757.67	
	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)	
Note 17				
Deferred Tax Liabilities (net)				
Deferred Tax Liability on				
Property, Plant and equipment and intangible assets	34,913.16	33,834.14	-	
Deferred Tax Asset on				
Provision for employee benefits	1,101.64	618.01	-	
Brought forward Depreciation Loss	23,320.34	30,750.99	-	
Other temporary differences	19.54	-	-	
Deferred Tax Liability (Net)	10,471.64	2,465.14	-	
17.1 Movement In Deferred Tax Assets And Liabilities during the year ended 31st March, 2025				
Particulars	As at 1st April, 2024	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at 31st March, 2025
Deferred tax liabilities				
Property, plant and equipment and Intangible assets	33,834.14	(1,079.02)	-	34,913.16
Total	33,834.14	(1,079.02)	-	34,913.16
Deferred tax assets				
Provision for employee benefits	618.01	426.41	57.22	1,101.64
Brought forward Depreciation Loss	30,750.99	(7,430.65)	-	23,320.34
Other temporary difference	-	19.54	-	19.54
Total	31,369.00	(6,984.70)	57.22	24,441.52
Deferred Tax Liability (Net)	2,465.14	(8,063.72)	57.22	10,471.64
MANAGING DIRECTOR				
K.L.V.NARAYANAN (DIN:01273573)				
DIRECTOR				
DONY DOMINIC (DIN:03588411)				
<i>As per our separate report of even date attached</i>				

17.2 Movement In Deferred Tax Assets And Liabilities during the year ended 31st March, 2024

Particulars	As at 1st April, 2023	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at 31st March, 2024
Deferred tax liabilities				
Property, plant and equipment and Intangible assets	-	(33,834.14)	-	33,834.14
Total	-	(33,834.14)	-	33,834.14
Deferred tax assets				
Provision for employee benefits	442.37	264.16	(88.52)	618.01
Brought forward Depreciation Loss	-	30,750.99	-	30,750.99
Other temporary difference	-	-	-	-
Total	442.37	31,015.15	(88.52)	31,369.00
Deferred Tax Liability (Net)	(442.37)	(2,818.99)	(88.52)	2,465.14

As at March 31st, 2025 (Rs. in 000's) As at March 31st, 2024 (Rs. in 000's) As at April 01st, 2023 (Rs. in 000's)

Note 18
Other Non-Current Liabilities

Deferred Income (Refer Note. 24.1)

3,795.96	-	-
3,795.96	-	-

18.1. Movement in Deferred Income

Opening Balance
Add :- Received during the year
Less :- Charged to statement of Profit and loss during the year
Closing Balance

-	-	-
4,555.16	-	-
379.60	-	-
4,175.56	-	-

MANAGING DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR
DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 19			
<u>Current Borrowings</u>			
Current Maturities of long term borrowings - Secured			
From The Federeal Bank Limited:-			
Term loan - 1	34,090.77	26,094.17	1,830.77
Term loan - 2	-	12,180.15	17,130.86
Working capital term loan	8,500.72	7,752.43	-
From The Axis Bank Limited			
Term loan	-	-	14,215.96
Loans repayable on demand from Banks - Secured			
From The Federeal Bank Limited:-			
USD Packing Credit	3,457.32	-	-
Packing Credit	44,542.00	-	-
Foreign Bill Discounted	6,011.82	-	-
From The Axis Bank Limited:-			
Foreign Bills Purchased	21,284.16	-	-
Packing Credit	-	15,050.00	-
Buyers Credit	-	1,392.34	1,373.02
Loan From Related Parties - Unsecured			
Inter Corporate Loan from Anna Aluminium Company Private Limited (Refer Note 33.14)	2,11,742.31	2,86,189.71	2,84,479.00
Inter Corporate Loan from Kitex limited (Refer Note 33.14)	2,10,560.87	93,165.30	1,43,369.20
	5,40,189.97	4,41,824.10	4,62,398.81
19.1 Short term facilities from The Axis Bank Limited is :-			
1) Primarily secured by:-			
i) Hypothecation of current assets both present and future under pari pasu basis with The Federal Bank Limited.			
2) Collaterally secured by:-			
i) Equitable Mortgage of 52.87 acres of land at Elappully Village, Palakkad owned by the company on pari passu basis with Federal Bank Ltd			
ii) Equitable Mortgage of 32.73 acres of land along with the building and other accessories in Sy. Nos. 382/7, 383/1, 2,7/2, 3/2, 5,6/1, 7/1 at Nedungur Village at Karur, Tamil Nadu on pari passu basis with Federal Bank Ltd.			
3) Secured by Corporate Guarantee:-			
i) Anna Aluminium Company Private Limited			
ii) Kitex Limited			
19.2 Short term facilities from The Federal Bank Limited is secured by Equitable Mortgage of 32.73 acres of land along with the building and other accessories in Sy. Nos. 382/7, 383/1, 2,7/2, 3/2, 5,6/1, 7/1 at Nedungur Village at Karur, Tamil Nadu.			
MANAGING DIRECTOR		DIRECTOR	
K.L.V.NARAYANAN (DIN:01273573)		DONY DOMINIC (DIN:03588411)	
<i>As per our separate report of even date attached</i>			

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Note 20			
Trade Payables			
Total outstanding dues of micro enterprises and small enterprises	609.48	12.16	35.22
Total outstanding dues of creditors other than micro enterprises and small enterprises	22,988.31	16,095.35	25,550.30
	23,597.79	16,107.51	25,585.52
20.1 The amount due to Micro and Small Enterprises as defined in the “The Micro, Small and Medium Enterprises Development Act, 2006” has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro and Small Enterprises are as under:			
	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
(a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	609.48	12.16	35.22
(b) The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	-	-	-
(d) The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-	-
(e) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	-	-	-
MANAGING DIRECTOR K.L.V.NARAYANAN (DIN:01273573)			
DIRECTOR DONY DOMINIC (DIN:03588411)			
<i>As per our separate report of even date attached</i>			

20.2 Trade Payable includes the following amounts payable to related parties

Particulars	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
Kitex Limited	-	93,247.01	1,43,420.65
Anna Aluminium Company (P) Ltd	-	2,86,230.59	2,84,529.86
Sara Spices Private Limited			896.77
KLV Narayan (Managing Director)	251.95	100.00	
Alphonsa Jose (Company Secretary)	74.00	74.00	
Zaphia Fareed (CFO)	124.95	79.40	
Total	450.90	3,79,731.00	4,28,847.28

20.3 Trade Payable Ageing Schedule as on 31st March 2025**(Rs. in 000's)**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterpr	598.51	-	7.98	2.99	609.48
(ii) Others	22,665.54	35.84	59.37	227.56	22,988.31
(iii) Disputed Dues - Micro and Small Enterprises	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
(v) Unbilled Dues	-	-	-	-	-

20.4 Trade Payable ageing Schedule as on 31st March 2024

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterpr	3.75		-	8.41	12.16
(ii) Others	15,684.73	151.44	259.18	-	16,095.35
(iii) Disputed Dues - Micro and Small Enterprises					-
(iv) Disputed dues - Others					-
(v) Unbilled dues					-

MANAGING DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR
DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

20.5 Trade Payable ageing Schedule as on 01st April 2023

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises	26.81	-	-	8.41	35.22
(ii) Others	25,277.68	49.97	222.65	-	25,550.30
(iii) Disputed Dues - Micro and Small Enterprises					-
(iv) Disputed dues - Others					-
(v) Unbilled dues					-

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
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Note 21**Other current liabilities**

Statutory Dues	3,426.88	2,155.16	2,298.80
Advance From Customers	76.09	88.75	548.75
Deferred Income (Refer Note 24.1)	379.60	-	-
	3,882.57	2,243.91	2,847.55

21.1 For movement in deferred income Refer Note 18.1

	As at March 31st, 2025 (Rs. in 000's)	As at March 31st,2024 (Rs. in 000's)	As at April 01st,2023 (Rs. in 000's)
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Note 22**Provisions - Current****Provision for Employee Benefits**

Provision For Gratuity	212.76	94.51	4.99
	212.76	94.51	4.99

22.1 For movement in provision, Refer Note No. 16.1

MANAGING DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR
DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
Note 23		
Revenue from operations		
Sale of products (Refer Note 23.1)	4,54,256.53	3,97,002.92
Other Operating Revenue (Refer Note 23.2)	10,771.84	10,669.07
	4,65,028.37	4,07,671.99
	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
23.1 Details of Sale of Products		
Garments	4,36,442.12	3,70,965.10
Aluminium Roofing Sheets	17,814.41	26,037.81
	4,54,256.53	3,97,002.91
	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
23.2 Details of Other Operating Revenue		
Job Work Charges Received	3,569.01	5,118.17
Duty Drawback	2,747.48	1,466.36
ROSCOTL Refund	4,455.35	4,084.54
	10,771.84	10,669.07
23.3 Refer Note No 2.3 for accounting policy on Revenue Recognition.		
23.4 Refer Note No 33.5 for related party transactions		
	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
Note 24		
Other income		
Interest Income		
From Banks	208.25	483.32
From Others	174.02	299.52
Net gain on sale of property, plant and equipment	-	338.29
Sundry Balances no more payable written back	1,069.62	-
Gain from exchange rate fluctuation	1,352.60	1,119.98
Rent Received	2,857.50	-
Deferred Income (Refer note 24.1)	379.60	-
	6,041.59	2,241.11
MANAGING DIRECTOR		
K.L.V.NARAYANAN (DIN:01273573)		
DIRECTOR		
DONY DOMINIC (DIN:03588411)		
<i>As per our separate report of even date attached</i>		

24.1 During the financial year 2024-25, the Company received a government grant of ₹45.55 lakhs under the Amended Technology Upgradation Fund Scheme (ATUFS) towards machinery acquired in the financial year 2021-22. In accordance with Ind AS 20 – ‘Accounting for Government Grants and Disclosure of Government Assistance’, the grant has been recognised as deferred income and is being amortised to the Statement of Profit and Loss over the remaining useful life of the related asset. Refer Note No. 2.19 for accounting policy of Government Subsidy/ Grant

24.2 Refer Note No 2.3 for accounting policy on Revenue Recognition.

24.3 Refer Note No 33.5 for related party transactions

	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
Note 25		
<u>Cost of Materials Consumed</u>		
Opening Inventory	19,947.87	28,999.73
Add: Purchases	2,41,679.42	1,45,376.65
	2,61,627.29	1,74,376.38
Less: Closing Inventory	24,178.08	19,947.87
Cost of raw materials consumed	2,37,449.21	1,54,428.51

25.1 Refer Note No 33.5 for related party transactions

	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
Note 26		
<u>Changes in inventories of finished goods and work-in-progress.</u>		
Opening Inventory		
-Work-in-Progress	30,958.97	29,827.27
-Finished Goods	2,897.94	5,980.94
	33,856.91	35,808.21
Closing Inventory		
-Work-in-Progress	63,845.01	30,958.97
-Finished Goods	4,412.43	2,897.94
	68,257.44	33,856.91
	(34,400.53)	1,951.30

MANAGING DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR
DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
Note 27		
<u>Employee benefits expense</u>		
Salaries, Wages, Bonus etc	1,03,539.36	83,523.53
Contribution to Provident Funds and other funds	8,719.71	8,016.53
Staff Welfare Expenses	17,484.91	16,415.17
Provision for Gratuity	1,694.26	1,049.58
	1,31,438.24	1,09,004.81
27.1. Refer Note No 2.13 for accounting policy on Employee Benefits Expense		
27.2 Refer Note No 33.5 for related party transactions		
	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
Note 28		
<u>Finance costs</u>		
Interest Expenses		
On Term Loan	11,377.14	16,395.46
On Cash Credit	81.84	96.12
On Others	14,980.13	12,124.69
Other Borrowing Costs		
	26,439.11	28,616.27
28.1 Refer Note No 33.5 for transactions with related parties		
	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
Note 29		
<u>Depreciation and amortisation expenses</u>		
Depreciation on Property, Plant and Equipment	31,036.89	24,170.82
Amortisation of Intangible Assets	196.29	533.03
	31,233.18	24,703.85
MANAGING DIRECTOR		
K.L.V.NARAYANAN (DIN:01273573)		
DIRECTOR		
DONY DOMINIC (DIN:03588411)		
<i>As per our separate report of even date attached</i>		

	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
Note 30		
<u>Other expenses</u>		
Processing Charges	16,651.73	2,557.78
Packing Materials Consumed	16,796.91	12,441.99
Power and Fuel	16,024.55	15,612.05
Freight Charges	2,521.79	2,305.11
Stores and Spares Consumed	3,279.16	2,147.10
Rent	62.80	90.25
Rates and Taxes	4,690.33	2,685.10
Repairs and Maintenance :-		
Plant and Machinery	2,260.37	2,546.41
Building	604.84	48.69
Vehicle	93.84	137.97
Others	285.77	2,047.57
Travelling and Conveyance	1,778.28	1,344.62
Advertisement and Sales Promotion	302.15	186.13
Postage and Telephone	824.82	357.97
Printing and Stationery	955.68	1,242.65
Insurance	1,305.14	1,117.89
Payments to the auditor (Refer Note No. 30.1)	520.00	340.00
Professional Charges	1,448.54	1,748.93
Bank charges	813.33	553.32
Loss on sale of ROSCTL License	21.17	57.49
Loss on Sale of Property, Plant and equipment	66.55	-
Irrecoverable Advances written off	766.21	49.22
Corporate Social Responsibility expenditure (Refer Note No 33.	-	475.00
Miscellaneous expenses	1,349.28	1,642.54
Total	73,423.24	51,735.78
<u>30.1 Details of payments to the auditor:-</u>		
Particulars	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
a) Statutory Audit	400.00	340.00
b) Tax Audit	100.00	-
c) Others	-	-
i) Reimbursement of expenses	20.00	-
Total	520.00	340.00
30.2 Refer Note No 33.5 for transactions with related parties		
MANAGING DIRECTOR K.L.V.NARAYANAN (DIN:01273573) DIRECTOR DONY DOMINIC (DIN:03588411)		
<i>As per our separate report of even date attached</i>		

	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
<u>Note 31</u>		
<u>Exceptional Items</u>	21,659.43	-
Profit on Sale of Land	21,659.43	-
31.1 During the year ended March 31st, 2025, the Company has sold a portion of its land measuring 1.1604 hectares for a consideration of Rs. 220.80 Lakhs. Profit on sale of land amounting to Rs. 216.59 Lakhs is shown as an exceptional item in the financial statements.		
	For the Year Ended March 31st, 2025 (Rs. in 000's)	For the Year Ended March 31st, 2024 (Rs. in 000's)
<u>Note 32</u>		
<u>Earnings per equity share (basic and diluted)</u>		
Profit for the year	19,098.52	36,653.59
Number of Equity Shares	1,35,00,000	1,35,00,000
Basic and diluted earnings per share	1.41	2.73
32.1 Refer Note No 2.11 for accounting policy on Earnings Per Share		
MANAGING DIRECTOR	DIRECTOR	
K.L.V.NARAYANAN (DIN:01273573)	DONY DOMINIC (DIN:03588411)	
<i>As per our separate report of even date attached</i>		

33. Additional Information**33.1 Financial Instruments****33.1.1 Fair Value Measurement**

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

In the opinion of the management, the carrying amounts of financial assets and financial liabilities recognised in the financial statements are a reasonable approximation of their fair values. Hence, no separate disclosures of fair value has been made.

There were no transfers between Level 1 and Level 2 during the year.

Category wise classification of financial instruments is as follows:

Rs. in 000's

Particulars	Refer Note	Fair Value		Fair Value (Rs.)	
		As at 31.03.2025	As at 31.03.2024	As at 31.03.2025	As at 31.03.2024
Financial Assets measured at amortised cost					
Non current:					
i. Other Financial Assets	4	3,767.12	3,497.49	37,67,122.00	34,97,493.00
Current:					
i. Trade receivables	8	77,465.86	5,699.18	7,74,65,857.08	56,99,177.89
ii. Cash and cash equivalents	9	7,709.30	581.04	77,09,301.40	5,81,041.70
iii. Bank balance other than (ii) above	10	-	170.29	-	1,70,293.00
		88,942.28	9,948.00	8,89,42,280.48	99,48,005.59
Financial Liabilities measured at amortised cost					
Non Current:					
i. Borrowings	15	40,170.23	82,761.73	4,01,70,230.00	8,27,61,725.00
Current:					
i. Borrowings	19	5,40,189.97	4,41,824.10	54,01,89,974.19	44,18,24,099.54
ii.Trade payables	20	23,597.79	16,107.51	2,35,97,791.34	1,61,07,511.74
		6,03,957.99	5,40,693.34	60,39,57,995.53	54,06,93,336.28
MANAGING DIRECTOR		DIRECTOR			
K.L.V.NARAYANAN (DIN:01273573)		DONY DOMINIC (DIN:03588411)			
<i>As per our separate report of even date attached</i>					

33.1.2 Financial Risk Management - Objectives and Policies

The Company has a well- managed risk management framework, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as liquidity risk, market risk and credit risk) that may arise as a consequence of its business operations as well as its investing and financing activities.

Accordingly, the Company's risk management framework has the objective of ensuring that such risks are managed within acceptable risk parameters in a disciplined and consistent manner and in compliance with applicable regulation.

1) Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

Ultimate responsibility for liquidity risk management rests with the board of directors, who regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. The company manages liquidity risk by continuously monitoring the actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date :-

Rs. in 000's

Particulars	Undiscounted amount		Total
	Payable within 1 year	More than 1 year	
As at 31st March, 2025			
Non-derivative liabilities			
Borrowings	5,40,189.97	40,170.23	5,80,360.20
Trade payables	23,597.79	-	23,597.79
As at 31st March, 2024			
Non-derivative liabilities			
Borrowings	4,41,824.10	82,761.73	5,24,585.83
Trade payables	16,107.51	-	16,107.51
As at 1st April, 2023			
Non-derivative liabilities			
Borrowings	4,62,398.81	1,46,478.03	6,08,876.84
Trade payables	25,585.52	-	25,585.52

MANAGING DIRECTOR

K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR

DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

2) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market conditions. Market risk mainly comprises of interest rate risk and currency risk. Financial instruments affected by market risk includes borrowings, trade payables and trade receivables. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

There has been no significant changes to the Company's exposure to market risks or the manner in which these risks are being managed and measured.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company's exposure to changes in interest rates primarily relates to the companies outstanding floating rate debt and investments in fixed deposits. A portion of company's working capital debt is denominated in foreign currency. These credit facilities are subject to periodic interest rate resets. Based on the past experience the variability of interest on fixed deposits and working capital loan are not expected to be material. Further there are only short term foreign currency debt in the form of packing credit which are subject to minimal changes in interest rate during it's term.

b) Foreign Currency risk

The Company's foreign currency transactions (mainly US Dollar) are subject to the risk of exchange rate fluctuations. Carrying amounts of Financial assets and liabilities denominated in foreign currency, are also subject to reinstatement at the year end. Exchange rate exposures are managed by company with approved policy parameters by constant monitoring.

The carrying amounts of the company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Currency	Liabilities as at		
	As at March 31, 2025	As at March 31, 2024	As at April 1, 2023
USD	3,457.32	1,392.34	1,526.91

Currency	Assets as at		
	As at March 31, 2025	As at March 31, 2024	As at April 1, 2023
USD	40,782.76	-	9,167.10

3) Credit Risk

Management of Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

MANAGING DIRECTOR

K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR

DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

Trade receivables

Historically, trade receivables show a negligible provision for bad and doubtful debts and collections depict low credit risk. Therefore, the Company does not expect any material risk on account of non-performance by any of the Company's counterparties.

All trade receivables are reviewed and assessed for default on a quarterly basis.

Other financial assets

The Company maintains exposure in cash and cash equivalents in term deposits with banks.

For bank balances, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions. None of the Company's cash equivalents, including time deposits with banks, are past due or impaired.

Regarding trade receivables and other financial assets (both current and non-current), based on the impairment assessment, there were no indications as at the year end, that defaults in payment obligations will occur.

33.1.3 Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value. As at 31st March, 2025, the Company has only one class of equity shares. The company is not subject to any externally imposed capital requirements.

The Company's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value.

33.2. As at the year end of March 31st, 2025, the Company has not proposed or implemented any composite scheme of arrangement under Sections 230–232 of the Companies Act, 2013.

33.3 Contingent Liabilities, Commitments and Contingent Assets (to the extent not provided for in the accounts)

	Rs. in 000's	
	2024-25	2023-24
(I) Contingent Liabilities		
(a) Claims against the Company not acknowledged as debt	NIL	NIL
(b) Bank Guarantees in favour of Customs	NIL	NIL
(c) Other money for which the Company is contingently liable	NIL	NIL
(II) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account not provided for	NIL	NIL
(b) Uncalled liability on shares and other investments partly paid	NIL	NIL
(c) Other commitments	NIL	NIL
MANAGING DIRECTOR	DIRECTOR	
K.L.V.NARAYANAN (DIN:01273573)	DONY DOMINIC (DIN:03588411)	

As per our separate report of even date attached

33.4 Disclosures required under Ind AS 19 - "Employee Benefits"**(I) Defined Contribution Plans**

During the year the following amounts have been recognised in the statement of profit and loss on account of defined contribution plans:

(Rs. in 000's)

Particulars	2024-25	2023-24
Employers contribution to Provident Fund	8,719.71	8,016.53
Employers contribution to Employee's State Insurance Corporation	2,172.02	1,901.06

(II) Defined Benefit Plans**A. Balance Sheet**

The assets, liabilities and surplus/(deficit) position of the defined benefit plans at the Balance Sheet date were:

(Rs. in 000's)

Particulars	Gratuity (Un - funded)	
	As at 31st March, 2025	As at 31st March, 2024
Present value of obligation at the end of the year	4,377.18	2,455.55
Fair value of plan assets at the end of the year	NA	NA
Net present value of obligation recognised as liability in the Balance Sheet	4,377.18	2,455.55

Non-current and current value of Net Liability	Gratuity (Un - funded)	
	As at 31st March, 2025	As at 31st March, 2024
Non-current	4,164.42	2,361.04
Current	212.76	94.51
Total value of Net Liability	4,377.18	2,455.55

B. Movements in Present Value of Obligation and Fair Value of Plan Assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
Reconciliation of Present value of obligations :-		
Present value of obligation at the beginning of the year	2,455.55	1,757.67
Current Service cost	1,525.07	922.51
Interest cost	169.19	127.08
Actuarial gain / (loss)	227.37	(351.71)
Benefits paid	-	-
Present value of obligation at the end of the year	4,377.18	2,455.55

MANAGING DIRECTOR

K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR

DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

The charge to the Statement of Profit and Loss comprises:

Expenses recognized in the Statement of Profit and Loss	1,694.26	1,049.59
Expenses recognized in the Statement of OCI	227.37	(351.71)

Remeasurement of the net defined benefit plans :-

Actuarial (Gain)/Losses due to Demographic Assumption changes in Defined Benefits Obligations	-	-
Actuarial (Gain)/Losses due to Financial Assumption changes in Defined Benefits Obligations	174.92	94.01
Actuarial (Gain)/Losses due to Experience on Defined Benefits Obligations	52.45	(445.72)
Total Actuarial (Gain)/loss included in OCI	227.37	(351.71)

C. Assumptions

Actuarial Assumptions	2024-25	2023-24
	Indian Assured Lives Mortality [2012-14] Ultimate Table	Indian Assured Lives Mortality [2012-14] Ultimate Table
Mortality Table		
Attrition Rate	10%	10%
Discount Rate (per annum)	6.89%	7.23%
Salary escalation rate	5%	5%
Expected rate of return on plan assets (per annum)	NA	NA

Demographic Assumptions

Mortality:	Indian Assured Lives Mortality (2012-14) Ultimate
Disability:	5% of mortality rate rates
Withdrawal:	Graded rates from Age 35 - 6%, From Age 40 - 4%, From Age 45 - 2%, From Age 50 - 1%..

MANAGING DIRECTOR**K.L.V.NARAYANAN (DIN:01273573)****DIRECTOR****DONY DOMINIC (DIN:03588411)***As per our separate report of even date attached*

D. Sensitivity Analysis

i) How the DBO would have been affected by 100 basis points changes in the actuarial assumptions namely discount rates, salary growth, Attrition & Mortality is shown below

Disclosures of Stress Testing as on valuation date			
(Liability) Recognised in Balance Sheet – 43,77,179			
Scenarios	% increase in DBO	Liability (in Rs.)	Increase or decrease in DBO (in Rs.)
1. DISCOUNT RATE +100 basis points	-9.81%	39,47,872	-4,29,307
2. DISCOUNT RATE -100 basis points	11.82%	48,94,642	5,17,462
3. SALARY GROWTH +100 basis points	11.59%	48,84,549	5,07,370
4. SALARY GROWTH -100 basis points	-9.74%	39,50,734	-4,26,445
5. ATTRITION RATE +100 basis points	0.04%	43,79,066	1,886
6. ATTRITION RATE -100 basis points	-0.29%	43,64,319	-12,860
7. MORTALITY RATE 10% UP	0.03%	43,78,650	1,471
8. EFFECT OF NO CEILING	0.00%	38,96,125	0

ii) Actuary has used Projected Unit Credit method. If an employee's service in later years will lead to a materially higher level of benefit than in earlier years, these benefits are attributed on a straight-line basis. The limitations are that in assessing the change other parameters are kept constant. As some of the assumptions may be correlated, it is unlikely that changes in assumptions will occur in isolation of one another.

iii) There is no change from the previous period in the methods and assumptions used in the preparation of above analysis, except that the base rates have changed

E. Maturity profile of defined benefit obligation:**Rs '000**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Projected Benefit Obligation	4,377.18	2,455.55
Accumulated Benefits Obligation	2,477.83	1,588.01

FIVE YEAR PAYOUTS	As at 31st March, 2025	
	Discounted values / Present value	Undiscounted values / Actual value
1. Year (I)	239.03	245.78
2. Year (II)	176.01	197.77
3. Year (III)	122.20	146.77
4. Year (IV)	78.81	101.17
5. Year (V)	90.47	122.31
6. Next 5 year pay-outs (6-10 years)	506.34	813.04
7. Pay-outs Above Ten Years	3,164.33	10,249.50
8. Vested benefit Obligation as on Para 137 (b) 31-03-2025		1,839.62

MANAGING DIRECTOR**K.L.V.NARAYANAN (DIN:01273573)****DIRECTOR****DONY DOMINIC (DIN:03588411)***As per our separate report of even date attached*

33.5 RELATED PARTY DISCLOSURES**(A) Names of Related Parties and nature of relationship :**

Nature of Relationship	Name of Related Party
1) Key Management Personnel	KLV Narayan (Managing Director)
	Zaphia Fareed (Chief Financial Officer)
	Alphonsa Jose (Company Secretary)
2) Individuals exercising significant influence	Boby M Jacob
3) Entity exercising significant influence	Anna Aluminium Company Private Limited
4) Entities in which director or their relative have significant influence	Kitex Garments Limited
	Sara Spices Private Limited
	Anna Aluminium Vessels
	Kitex Limited
5) Non-Executive Directors	1. Dony Dominic (Non-executive Director) 2. Jeff Jacob (Non-executive Director) 3. SatheeshKumar Gopakumar (Independent Director) 4. Elsamma Mathew Titus (Independent Director) 5. Augustine Anthony (Independent Director)

(B) Transactions with related parties during the year and Balance outstanding as on 31st March**(B) (1) Transactions and outstanding balances with Key Management Personnel****Transactions with Key Management Personnel****(i) Short-term employee benefits****Rs. in 000's**

Particulars	2024-25	2023-24
KLV Narayan (Managing Director)	1,457.00	1,305.05
Alphonsa Jose (Company Secretary)	955.00	844.26
Zaphia Fareed (CFO)	1,686.08	1,644.07
Total	4,098.08	3,793.38

Outstanding Balance with Key Management Personnel**(i) Post-employment benefits payable****Rs. in 000's**

Particulars	2024-25	2023-24
KLV Narayan (Managing Director)	27.46	15.40
Alphonsa Jose (Company Secretary)	29.66	16.64
Total	57.12	32.04

MANAGING DIRECTOR**DIRECTOR****K.L.V.NARAYANAN (DIN:01273573)****DONY DOMINIC (DIN:03588411)***As per our separate report of even date attached*

(ii) Trade Payables		Rs. in 000's
Particulars	2024-25	2023-24
KLV Narayan (Managing Director)	251.95	100.00
Alphonsa Jose (Company Secretary)	74.00	74.00
Zaphia Fareed (CFO)	124.95	79.40
Total	450.90	253.40
(B) (2) Transactions and outstanding balances with entity exercising significant influence		
<u>Transactions with entity exercising significant influence</u>		
(i) Inter Corporate Loan Received/ (Repaid) (Net)		Rs. in 000's
Particulars	2024-25	2023-24
Anna Aluminium Company Private Limited	(74,447.40)	1,710.71
Total	(74,447.40)	1,710.71
(ii) Sales and Income		Rs. in 000's
Particulars	2024-25	2023-24
Anna Aluminium Company Private Limited	2,472.93	516.10
Total	2,472.93	516.10
(iii) Purchase of Goods		Rs. in 000's
Particulars	2024-25	2023-24
Anna Aluminium Company Private Limited	27.33	18.03
Total	27.33	18.03
(iv) Finance cost		Rs. in 000's
Particulars	2024-25	2023-24
Anna Aluminium Company Private Limited	7,264.55	8,517.00
Total	7,264.55	8,517.00
<u>Outstanding balances with entity exercising significant influence</u>		
(i) Trade Receivables		Rs. in 000's
Particulars	2024-25	2023-24
Anna Aluminium Company Private Limited	2,048.06	-
Total	2,048.06	-
(ii) Trade Payables		Rs. in 000's
Particulars	2024-25	2023-24
Anna Aluminium Company Private Limited	-	2,86,230.59
Total	-	2,86,230.59
MANAGING DIRECTOR		DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)		DONY DOMINIC (DIN:03588411)
<i>As per our separate report of even date attached</i>		

(iii) Intercompany Loan Balance		Rs. in 000's
Particulars	2024-25	2023-24
Anna Aluminium Company Private Limited	2,11,742.31	2,86,189.71
Total	2,11,742.31	2,86,189.71
(B) (3) Transactions and outstanding balances with entities in which director or their relatives have significant influence		
<u>Transactions with entities in which director or their relative has significant influence</u>		
(i) Inter Corporate Loan Received/ (Repaid)		Rs. in 000's
(Net)		
Particulars	2024-25	2023-24
Kitex Limited	1,17,395.57	(50,203.90)
Total	4,15,611.14	11,16,160.35
(ii) Sales and Income		Rs. in 000's
Particulars	2024-25	2023-24
Kitex Limited	98,570.03	2,92,045.48
Kitex Garments Limited	2,23,141.22	181.50
Anna Aluminium Vessels	35.00	-
Sara Spices Private Limited	-	4,554.07
Total	3,21,746.25	2,96,781.05
(iii) Sale of Property, Plant and equipment		Rs. in 000's
Particulars	2024-25	2023-24
Kitex Limited	1,463.73	1,814.86
Sara Spices Private Limited	13.25	-
Total	1,476.98	1,814.86
(iv) Purchase of Goods		Rs. in 000's
Particulars	2024-25	2023-24
Kitex Limited	20,271.12	1,12,676.65
Kitex Garments Limited	1,57,472.35	-
Sara Spices Private Limited	876.77	1,170.20
Total	1,78,620.24	1,13,846.85
(v) Purchase of Property, Plant and equipment		Rs. in 000's
Particulars	2024-25	2023-24
Kitex Limited	7,561.11	2,409.03
Total	7,561.11	2,409.03
MANAGING DIRECTOR		DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)		DONY DOMINIC (DIN:03588411)
<i>As per our separate report of even date attached</i>		

(vi) Finance cost		Rs. in 000's
Particulars	2024-25	2023-24
Kitex Limited	4,583.43	2,565.00
Total	4,583.43	2,565.00

(vii) Expenditure on Services		Rs. in 000's
Particulars	2024-25	2023-24
Kitex Limited	11,581.94	0.35
Total	11,581.94	0.35

Outstanding balances with entities in which director or their relatives have significant influence

<u>(i) Trade Receivables</u>		Rs. in 000's
Particulars	2024-25	2023-24
Kitex Limited	7,084.33	-
Sara Spices Private Limited	0.03	3,244.53
Anna Aluminium Vessels	39.20	-
Kitex Garments Limited	24,506.63	0.59
Total	31,630.19	3,245.12

<u>(ii) Trade Payables</u>		Rs. in 000's
Particulars	2024-25	2023-24
Kitex Limited	-	93,247.01
Total	-	93,247.01

<u>(iii) Intercompany Loan balances</u>		Rs. in 000's
Particulars	2024-25	2023-24
Kitex Limited	2,10,560.87	93,165.30
Total	2,10,560.87	93,165.30

(C) All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis. Outstanding balances at the year-end are unsecured and gross amounts are settled in cash

(D) No amounts have been provided/written off as doubtful debts or advances written back in respect of

MANAGING DIRECTOR

K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR

DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

33.6 Particulars in respect of stock and turnover

Rs. in 000's

Class of goods manufactured	2024-25	2023-24
Finished Goods- Garments		
Opening Value	1,777.08	4,545.90
Closing Value	2,909.05	1,777.08
Sales Value	4,36,442.12	3,76,083.28
Finished Goods- Aluminium/Roofing		
Opening Value	1,120.86	1,435.04
Closing Value	1,503.38	1,120.86
Sales Value	17,814.42	26,037.81
Work In Progress- Garments		
Opening Value	30,958.97	29,827.27
Closing Value	63,845.01	30,958.97
Sales Value	-	-

33.7 Raw Materials Consumed

Rs. in 000's

	2024-25	2023-24
Aluminium/ GI Coils	12,404.42	20,918.61
Garments	2,25,044.79	1,33,509.90
TOTAL	2,37,449.21	1,54,428.51

33.8 Consumption of raw materials and stores and spares

Rs. in 000's

	2024-25	2023-24
<u>Raw Materials</u>		
Imported	1,665.32	1,121.05
Indigenous	2,35,783.89	1,53,307.46
Total	2,37,449.21	1,54,428.51
<u>Stores and Spares</u>		
Imported	-	1,504.68
Indigenous	3,279.16	642.42
Total	3,279.16	2,147.10

Rs. in 000's

	2024-25	2023-24
33.9 CIF value of imports		
-Raw materials	1,665.32	1,121.05
-Capital goods	-	108.39
-Stores and Spares	-	1,504.68

MANAGING DIRECTOR

DIRECTOR

K.L.V.NARAYANAN (DIN:01273573)

DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

	2024-25	Rs. in 000's 2023-24
33.10 Expenditure in Foreign Currency	1,665.32	2,734.11
33.11 Earnings in Foreign Exchange	1,16,640.16	73,462.38
33.12 Remittance in foreign currencies on account of dividend (including remittance to NRE accounts)		
i) No. of Non-Resident shareholders	127	125
ii) No. of shares held by them	7,52,654	5,54,259
iii) Dividend remitted in Foreign Currency	NIL	NIL
33.13 Figures of the previous year have been regrouped and recast wherever necessary to suit the current year layout.		
33.14 The company has taken short term Inter Corporate Loan from Anna Aluminium Company Private Limited (AACPL) and Kitex Limited on various dates during the current and previous financial year. The details of Loan accepted/ Repaid and Outstanding amount of Loan are shown in Note No.33.5.		
Particulars	Kitex Limited	AACPL
Balance as on 01st April 2024	93,165.30	2,86,189.71
Inter Corporate Loan Received/ (Repaid) (Net)	1,17,395.57	(74,447.40)
Balance as on 31st March 2025	2,10,560.87	2,11,742.31
Interest Rate	3% per annum	3% per annum
Tenure	Repayable on demand	Repayable on demand
Security	Unsecured	Unsecured
MANAGING DIRECTOR		
K.L.V.NARAYANAN (DIN:01273573)		
DIRECTOR		
DONY DOMINIC (DIN:03588411)		
<i>As per our separate report of even date attached</i>		

33.15 Segment revenue, Results and Capital Employed

Rs. in 000's

	Garments	Aluminium	Total
a) Segment Revenue (Inclusive of Job work Charges)			
<i>Current Year</i>	4,47,213.96	17,814.41	4,65,028.37
<i>Previous Year</i>	3,81,634.17	26,037.81	4,07,671.98
Less: Inter-segment Revenue			
<i>Current Year</i>			
<i>Previous Year</i>			
Total Revenue			
<i>Current Year</i>	4,47,213.96	17,814.41	4,65,028.37
<i>Previous Year</i>	3,81,634.17	26,037.81	4,07,671.98
b) Segment Results			
<i>Current Year</i>	40,765.23	2,165.68	42,930.91
<i>Previous Year</i>	67,134.66	2,861.81	69,996.47
Add: Unallocated Income			
<i>Current Year</i>			
<i>Previous Year</i>			
Add: Exceptional Items			
<i>Current Year</i>	21,659.43	-	21,659.43
<i>Previous Year</i>	-	-	-
Less: Interest & Finance Charges			
<i>Current Year</i>			26,439.11
<i>Previous Year</i>			28,616.27
Less: Unallocated Expenditure			
<i>Current Year</i>			11,004.29
<i>Previous Year</i>			1,907.62
Total Profit Before Tax			
<i>Current Year</i>			27,146.94
<i>Previous Year</i>			39,472.58

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K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR
DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

c) Segment Assets			
<i>Current Year</i>	6,25,218.07	14,097.44	6,39,315.51
<i>Previous Year</i>	5,23,889.90	16,681.54	5,40,571.44
Unallocated Assets			
<i>Current Year</i>			36,480.27
<i>Previous Year</i>			37,668.57
Total Assets			
<i>Current Year</i>			6,75,795.78
<i>Previous Year</i>			5,78,240.01
d) Segment Liabilities			
<i>Current Year</i>	6,11,900.29	(263.77)	6,11,636.52
<i>Previous Year</i>	5,36,789.16	4,380.75	5,41,169.91
Unallocated Liabilities			
<i>Current Year</i>			14,848.82
<i>Previous Year</i>			6,688.03
Total Liabilities			
<i>Current Year</i>			6,26,485.34
<i>Previous Year</i>			5,47,857.94

There is no significant non-cash expenses, included in segment expenses, other than depreciation and amortisation expenses and irrecoverable advances written off.

Notes:

a) Unallocated Assets includes;

Rs. in 000's

	Current Year	Previous Year
Plant, property and equipment	23,497.36	32,510.68
Other intangible assets	202.24	398.53
Other Advances	400.00	-
Other financial assets	3,767.12	3,497.49
Non Current tax assets(net)	904.25	510.54
Cash and cash equivalents	7,709.30	581.04
Other bank balances	-	170.29
	36,480.27	37,668.57

a) Unallocated Liabilities includes;

Rs. in 000's

	Current Year	Previous Year
Deferred Tax Liability	10,471.64	2,465.14
Other Financial Liabilities		
Borrowings	-	1,392.34
Provision for Gratuity	4,377.18	2,455.55
Other Current Liabilities	-	375.00
	14,848.82	6,688.03

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33.16 RATIOS

Particulars	Formula	Numerator	Denominator	31-03-2025	31-03-2024	Change	% of Change
(a) Current Ratio* (in times)	(Current Assets / Current Liabilities)	2,05,263.99	5,67,883.09	0.36	0.18	0.18	100.00%
(b) Debt - Equity Ratio* (in times)	(Total Debt/ Shareholder's Equity)	5,80,360.20	49,310.44	11.77	17.27	(5.50)	-31.84%
(c) Debt Service Coverage Ratio (in times)	(Earnings before Interest Tax, Depreciation & Amortization/ Interest and Principal repayments)	55,177.92	72,465.86	0.76	1.45	(0.69)	-47.58%
(d) Return on Equity Ratio* (in %)	(Net Profit After Tax/ Average Shareholder's Equity)	19,098.52	39,846.26	47.93%	307.40%	-259.47%	-84.40%
(e) Inventory turnover ratio (in times)	(Cost of Goods Sold/ Average Inventory)	2,03,048.68	84,243.12	2.41	2.26	0.15	6.63%
(f) Trade Receivables turnover ratio* (in times)	(Net Sales/Average Trade Receivable)	4,54,256.53	41,582.52	10.92	43.07	(32.15)	-74.64%
(g) Trade Payables Ratio (in times)	(Net Purchases/ Average Trade Payables)	2,41,679.42	19,852.65	12.17	10.65	1.52	14.27%
(h) Net Capital Turnover Ratio (in times)	(Net Sales/ Average Working Capital)	4,54,256.53	NA	NA	NA	NA	NA
(I) Net Profit Ratio (in %)	(Net Profit after tax / Net Sales)	19,098.52	4,54,256.53	4.20%	9.23%	-5.03%	-54.49%
(j) Return on Capital Employed (in %)	(Earnings Before Interest & Taxes / Capital Employed)	25,885.03	6,40,142.28	4.04%	11.81%	-7.77%	-65.79%
(k) Return on Investment (in %)	(Earnings Before Interest and Taxes/Average Shareholders Equity)	25,885.03	39,846.26	64.96%	552.24%	-487.28%	-88.24%

Contd..2

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***Reason for variance**

- 1) Current Ratio :- Current ratio increase is due to increase in Trade receivables by Rs. 7.17 crores and inventories increased by Rs. 4.09 crores compared to previous year
- 2) Debt - Equity ratio - Reduction in debt-equity ratio is due to profit earned during the year, which reduced accumulated losses and increased shareholder's equity.
- 3) Debt Service Coverage Ratio - Decreased due to decrease in EBIT compared to previous year
- 4) Return on Equity Ratio - Decrease in return on equity is due to a lower profit percentage during the year and an increase in equity resulting from reduction in accumulated
- 5) Trade Receivables turnover ratio - Trade Receivables turnover ratio decreased due to increase in Trade receivables by Rs. 7.17 crores compared to previous year
- 6) Net profit ratio - Net profit ratio decreased due to increase in production cost and other expenses, like jobwork charges, compared to previous year.
- 7) Return on capital employed - Return on capital employed decreased due to increase in Debt compared to previous year by Rs 5.57 crores
- 8) Return on investment - Return on investment decreased due to decrease in accumulated losses/increase in retained earnings due to current period profit

Definitions

- (a) Earning for available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments
- (b) Debt service = Interest & Lease Payments + Principal Repayments
- (c) Average inventory = (Opening inventory balance + Closing inventory balance)/2
- (d) Net credit sales = Net credit sales consist of gross credit sales minus sales return
- (e) Average trade receivables = (Opening trade receivables balance + Closing trade receivables balance)/2
- (f) Net credit purchases = Net credit purchases consist of gross credit purchases minus purchase return
- (g) Average trade payables = (Opening trade payables balance + Closing trade payables balance)/2
- (h) Working capital = Current assets - Current liabilities.
- (i) Earning before interest and taxes = Profit before exceptional items and tax + Finance costs - Other Income
- (j) Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

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33.17 Title deeds of Immovable Properties not held in name of the Company

The Company does not possess any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company during the financial year ended March 31, 2025, and March 31, 2024.

33.18 Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in the financial years ended March 31, 2025, and March 31, 2024

33.19 Relationship with Struck off Companies

Company has not entered into any transactions with companies whose names have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 in the financial years ended March 31, 2025, and March 31, 2024.

33.20 Registration of charges or satisfaction with Registrar of Companies (ROC)

All charges or satisfaction are registered with ROC within the statutory period for the financial years ended March 31st, 2025, and March 31st, 2024. No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

33.21 Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2025, and March 31, 2024.

33.22 Discrepancy in utilisation of borrowings

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken.

33.23 Utilization of borrowed funds

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).The Company has also not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

MANAGING DIRECTOR**K.L.V.NARAYANAN (DIN:01273573)****DIRECTOR****DONY DOMINIC (DIN:03588411)**

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33.24 Details of Crypto Currency or Virtual Currency

The Company does not hold any cryptocurrency or virtual currency as at 31st March 2025 and 31st March 2024. The Company has also not received any deposits or advances for the purpose of investing in cryptocurrencies or virtual currencies.

33.25 CSR Applicability

In accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is required to constitute a CSR Committee and undertake CSR activities if it meets the financial criteria prescribed under the Act. The Company did not meet any of the criteria specified under Section 135(1) of the Act, as per the audited financial statements of the preceding financial year. Accordingly, the provisions related to Corporate Social Responsibility are not applicable to the Company for the financial year 2024-25.

33.26. Lease Income – Operating Lease. Lease Income Recognised During the year, the Company has recognised the following income from operating leases:

Particulars	Rs. in 000's	
	Year Ended 31st March 2025	Year Ended 31st March 2024
Lease income from Kitex Limited	810.00	742.50
Lease income from Anna Aluminium Company Pvt Ltd	1,980.00	-
Variable lease payments (if any)	67.50	-
Total Lease Income	2,857.50	742.50

B. Future Minimum Lease Payments Receivable under Non-Cancellable Operating Leases (Undiscounted)

The future minimum lease payments receivable under non-cancellable operating leases are as follows:

Particulars	Rs. in 000's	
	Year Ended 31st March 2025	Year Ended 31st March 2024
Not later than 1 year	3,390.00	2,790.00
Later than 1 year and not later than 5 years	10,935.00	9,945.00
Later than 5 years	15,345.00	17,325.00
Total Lease Income	29,670.00	30,060.00

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C. Nature of Leasing Arrangements

1. All leases are classified as operating leases, as the Company retains significant risks and rewards of ownership.
2. Lease terms vary between 4 to 15 years with provisions for annual rent collection and defined lease durations.
3. There are no purchase options in any of the agreements.
4. Leases are cancellable only on terms mutually agreed between the parties.
5. Rentals from land and building components are charged as a combined lease payment, and the lease is treated as a single operating lease.

33.27. Compliance relating to audit trail on accounting software used by the company.

The accounting software used by the company for maintaining its books of account is "SAP ECC 6.0". The software has a feature of audit trail(edit log) facility at the application level for each change made in the books of account along with date of such changes made. This feature of audit trail (edit log) facility was operated throughout the year for all transactions recorded in such software and have not been tampered with.

Direct access to the database of accounting software is available only to database administrator and there are appropriate controls to prevent any unauthorised modifications at database layer.

Additionally, Company has preserved audit trail that was enabled and operated for the year ended March 31, 2024, as per the statutory requirements for record retention.

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33.28. The company has availed credit facilities from banks during the current year on hypothecation of Current assets as stated in Note 18. The quarterly returns or statements of current assets filed by the Company with said banks are, with all material respects, in agreement with the books of accounts, except as follows :-

(Rs in 000')				
Quarter	Amount as per Books	Amount as reported in the quarterly Statement	Amount of difference	Reason for Material discrepancies
Q1	71,483.12	71,351.20	131.92	Refer Note 32.28.1 below
Q2	91,635.48	91,835.11	(199.63)	
Q3	1,29,285.84	1,28,694.49	591.35	
Q4	1,61,542.28	1,54,231.11	7,311.17	

33.28.1.

Trade Receivables and Payables:

The differences observed in Trade Receivables and Trade Payables as furnished in the stock returns/statements are primarily attributable to delays in the timely updating of accounting records.

Inventory:

Variations in inventory values are due to the inclusion of labour costs in the valuation of work-in-progress and finished goods, after the stock statements were submitted to the bank.

33.28.2. The stock of canteen, scrap etc are not considered while giving stock statement to bank.

33.29. The Company has, for the first time, recognised gratuity liability of employees during the quarter and six months ended September 30, 2024, in accordance with Indian Accounting Standard (Ind AS) 19 – “Employee Benefits”, based on an actuarial valuation performed by an independent actuary. In accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, the Company has made retrospective adjustments to reflect the gratuity liability in prior periods. The cumulative effect of Rs. 13.15 Lakhs has been recognized as an adjustment to the opening balance of retained earnings (net of deferred tax) as of 01.04.2023, the earliest prior period presented. Details of restatement each of the affected financial statement line items for the prior periods are as follows.:

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Balance sheet	31 March 2024 (as previously reported)	Increase/ (decrease) due to correction of error	31 March 2024(Restated)	1 April 2023 (as previously reported)	Increase/ (decrease) due to correction of error	1 April 2023 (restated)
Deferred Tax Assets	-	-	-	-	442.37	442.37
Total Assets	5,78,240.01	-	5,78,240.01	6,32,090.50	442.37	6,32,532.87
Provisions- Non-current	-	2,361.04	2,361.04	-	1,752.68	1,752.68
Provision- Current	-	94.51	94.51	-	4.99	4.99
Deferred Tax Liability	3,083.15	(618.02)	2,465.13	-	-	-
Total Liabilities	5,46,020.41	1,837.53	5,47,857.94	6,37,309.92	1,757.66	6,39,067.58
Retained Earnings	(1,02,780.40)	(1,837.53)	(1,04,617.93)	(1,40,219.41)	1,315.30	(1,41,534.71)
Total Equity	32,219.60	(1,837.53)	30,382.07	(5,219.41)	1,315.30	(6,534.71)
Total Equity And Liabilities	5,78,240.01	-	5,78,240.01	6,32,090.51	3,072.96	6,32,532.87

Statement of Profit and Loss	31 March 2024 (as previously reported)	Increase/ (decrease) due to correction of error	31 March 2024 (restated)
Increase in Employee Benefits Expense	-	1,049.59	1,049.59
Increase in Total Other Comprehensive Income	-	263.19	263.19
Decrease in Tax Expenses	3,083.15	264.16	2,818.99
Decrease in Total Comprehensive Income	37,439.02	522.23	36,916.78

Basic and diluted earnings per share for the prior year have also been restated. The amount of the correction for both basic and diluted earnings per share was a decrease of ₹0.20 per share. The correction of the error had no impact on previously reported cash flows from operating, investing and financing activities

33.30. The Company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 and no proceeding has been initiated or is pending against the Company for holding any benami property.

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33.31. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

33.32. The Company has not surrendered or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961.

33.33. The Company has a process whereby periodically all long-term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law/accounting standards for material foreseeable losses on such long-term contracts(including derivative contracts) has been made in the books of accounts.

33.34 Taxation

(Rs in.'000)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Current Tax		
In respect of current year	-	
In respect of earlier years	(15.30)	
Total	(15.30)	
Deferred tax		
In respect of current year	8,063.72	2,818.99
Deferred tax recognised in profit or loss	8,063.72	2,818.99
Total income tax expenses recognised in the profit or loss	8,048.42	2,818.99

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(I) The income tax expense for the year can be reconciled to the accounting profit as follows:-

Rs. in 000's

Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
Profit before Tax as per Statement of Profit and Loss	27,146.94	39,472.58
Income Tax expense calculated at statutory tax rates	6,832.34	9,934.46
Effect of items that are not deductible/(deductible) in In respect of earlier years	1,231.38 (15.30)	(7,115.47) -
Income tax expense recognised as per Statement of Profit and Loss	8,048.42	2,818.99
Applicable rate of tax as per Finance Act	25.168%	25.168%

(ii) Deferred Tax Expense

Movement In Deferred Tax Assets And Liabilities

Rs. in 000's

Movement during the year ended 31st March, 2025	As at 1st April, 2024	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) e) in Other Comprehensive Income	As at 31st March, 2025
Deferred tax liabilities				
Property, plant and equipment, Investment property and Intangible assets	33,834.14	(1,079.02)	-	34,913.16
Total	33,834.14	(1,079.02)	-	34,913.16
Deferred tax assets				
Provision for post-retirement benefits and other employee benefits	618.01	426.41	57.23	1,101.65
Brought forward Depreciation Loss	30,750.99	(7,430.65)	-	23,320.34
Other temporary differences	-	19.54	-	19.54
Total	31,369.00	(6,984.70)	57.23	24,441.53
Deferred Tax Liability (Net)	2,465.14	(8,063.73)	57.23	10,471.64

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Annexure 1**Bank deposits with maturity of more than twelve months****The Federal Bank Limited**

FD A/C No. 255764	31,35,090.00
FD A/C:- 10350300246821	2,56,823.00
FD A/C:- 10350300249668	1,10,009.00
FD A/C:- A8 283543	88,456.00
FD A/C:- 10350400602659	68,349.00
FD A/C:- 10350300257604	66,448.00
FD A/C:- 10350400602352	41,947.00
	37,67,122.00

Annexure 2**Trade Receivables**

Lc Waikiki Magazacil	4,07,82,764.37	300331
Kitex Garments Limit	2,45,06,626.46	102265
Kitex Limited	70,84,326.58	
Anna Aluminium Company	20,48,064.78	
A.H Agencies	6,97,033.00	122994
Omega Sales Corporate	4,91,991.00	115836
Techwin Trading	4,91,352.00	123088
Laxmi Steel House,	4,40,971.00	120936
Rapha Hardware	1,38,906.00	123040
M/S Jumbo Metals	1,19,346.00	120715
Pop Sons Enterprises	1,13,247.00	120522
Kakati Vaccum System	1,03,000.00	116960
P.P. Mathai.,	1,00,000.00	121561
Trusteel Peb Private	98,879.00	300325
Three Star Agencies	48,261.00	122850
Anna Aluminium Vessel	39,200.00	109480
Edathanalil Steels	30,671.00	117004
Pirabhanchan Steel	20,321.00	120828
Jayaram Modern Rice Mill	18,279.00	120165
St. Thomas Church	14,730.00	121425
S. Senthilnathan	12,495.00	120286
Usha - Karur	9,877.00	119227
Select Metals	8,142.00	122886
St. George Jacobite	5,859.00	121392
Asmacs Systems Solut	5,760.00	118057
Maleco Resins & Chem	5,147.00	118746
Georgekutty .P.P	4,696.00	122504
M And M Distributors	3,189.78	116997
Prajith Kumar Bs	3,134.00	121041

Vishnu	2,819.00	121037
Jacob	2,748.00	121036
Akhil George	2,706.00	121040
Rajesh Metals	1,764.00	115979
Praseena	1,690.00	121034
Gregary	1,624.00	121039
Neethu Joby	1,534.00	121038
Soumya	1,456.00	121035
Biji	1,193.00	121033
Pipe Trading Company	1,000.00	116384
Infa Steel Traders,	414.00	118496
Apparel Export Promo	146.00	2000903
Malabar Trade Links	137.00	120622
Venkadathu Hardwares	116.00	122811
Modern Metals And Ro	86.00	118495
Padayattil Sheet HOU	69.11	115804
Malabar Builders	37.00	120760
Sara Spices Private Limited	27.00	120943
A & S Metals	22.00	122542
	7,74,65,857.08	

Annexure 3

Advances paid to Suppliers

Reliable Fire Protech	9,00,110.00	1004236
Nato International	6,20,052.00	1005456
Psr Exports	5,73,800.27	1004755
Hohenstein India Pvt Ltd	2,82,269.00	2002316
Gopinath P	1,18,370.00	6003755
Prime Technologies	1,00,000.00	2002348
Jindal Aluminium Limited	67,762.57	2002091
Maa Creation	61,195.00	1005466
Parida Enterprise	60,000.00	2002110
Covai Sri Meena Agencies	55,814.00	1004230
Raja Glass & Plywoods	48,492.40	1004387
Kgk Jet India Pvt Ltd	6,705.00	1003959
Radha Laces	1,811.70	1005539
Andavar Texchem Karur	589.00	1004909
TANGEDCO	4.00	1004161
Mohit Enterprises	1.00	1005573
Sgrs Foundation	1.00	2002752
	28,96,976.94	

Annexure 4**Advances to Employees**

Salary Advance	25,40,935.00	6002310
Jayendran A K	63,912.00	6004029
Rajesh T.P	25,700.00	6002716
Balamurugan S	13,697.00	6004232
Shylesh(Garment Division)	10,500.00	6002854
Employee Advance	9,530.00	6004202
Balachandrab Ayyappa	9,500.00	6004432
Sumesh Surendra Naik	9,500.00	6004618
Murugesan P	9,500.00	6004212
Varun R	9,484.00	6004478
Pradeep Prasad	1,884.00	6004594
	27,04,142.00	

Annexure 5**Other Loans and advance**

Tamilnadu Pollution Control Board	2,16,246.00	2002279
G Yuvarajan	40,000.00	4000008
Kerry Indev Logistics	30,370.00	4000008
V Dineshkumar	25,000.00	2001984
Raju T	25,000.00	6004195
K Rajasekharan	25,000.00	2001976
Interest Receivable from KSEB	15,639.00	
M/S Jupiter Roll	7,262.00	117109
Sabari Trading & Services	6,770.00	2001086
Santha Agencies Koch	6,542.00	4000008
Joint Director Industrial Safety	6,400.00	2002373
Saravanan.P	4,000.00	6004116
Sreejith S R	2,000.00	6002581
Nidheesh P J	2,000.00	6004249
Velmurugan	1,860.00	6004129
Benny P Baby	1,086.00	121015
Madras Tools	629.76	1004699
Velayudhan Pillai G	305.00	6004096
Dhl Express (India)	231.40	3000186
Deepak Murli (Admin)	90.00	6004034
Pandiyam Battery	15.00	1005010
Hdfc Ergo General	7.00	2002167
	4,16,453.16	

Annexure 6**Trade Payables- MSME**

Varma & Varma	3,57,500.00	
Africa Enviro System	1,00,000.00	2001817
Spin Knit Tex Trade	74,340.00	1004857
Alex Memorial Press	29,416.00	1000034
Aiswarya Polyflex Pv	27,258.00	1002234
New Good Nits	8,948.00	2001762
S N K Engineering En	6,139.30	1004974
Rvr Machinery Tech	3,540.00	1003760
Tact Sales And Services	1,180.06	1004998
Pcr Knitts	1,047.00	2002185
Nsm Construction	67.80	1004995
Balu Engineering Works	41.00	2001960
	6,09,477.16	

Annexure 7**Trade Payables- Other Than MSME**

Employee Benefit Expense Payable	1,27,13,290.00	
Ykk India Pvt Ltd	19,91,366.05	2001143
Expense Payable	3,37,500.00	
Electricity Charge Payable	13,35,652.00	
Vardhman Yarns	9,30,243.79	1004801
Trimurti Polychem Pvt Ltd	6,92,830.04	1002287
Sri Saravana Mills	4,30,798.82	2002047
Multiply Carton	3,78,518.00	1004814
Sri Laxmi Plastics	3,40,022.00	1005477
Sri Kanish Enterprises	3,32,584.00	1005470
Ravis Smart Shop	3,01,861.00	1004132
Cornet Grafix & Com	2,86,867.00	2001711
Cotton Knitts Cloth	2,69,606.00	2002493
Popular Food Product	2,57,141.00	1002001
Vt Knits	1,32,869.00	2002783
Freudenberg Performa	1,28,128.00	1000266
Sainmarks Industries	1,25,275.00	1003492
Jeyam Vegetables	1,10,005.00	1004956
Aswin And Co	1,08,000.00	1005655
Geekay Printing Mills	95,079.00	2001174
Force Academy Recruitments	88,140.37	2001833
Athanoor Amman Bhara	75,140.00	1004907
Heal And Safe Soluti	68,335.00	3000328
V M Tradings	65,055.00	1005283
Velavan Carriers	59,992.00	3000390
V M Poly Paper Board	59,482.00	1005500
Secure Solutions	51,566.00	2000452
Sakthi Trading Associates	46,368.00	1002431
Colorshine Coated	41,460.60	1004523

Sp Creation	40,604.00	2001060
Fabtech Internationa	40,581.00	2000947
Fathima Timbers	38,070.00	1002348
Bharti Airtel Ltd	37,895.49	2001795
Infonet Comm Enterprises	37,500.00	1004893
Novateur Electrical	37,120.00	1004208
Nivi Electricals	34,903.00	1005096
Sri Vinayaga Aluminium Fabrication	34,140.00	2002765
Mothercare Sewing M	33,984.00	1004021
Higg Co Llc	33,016.06	5000075
Coimbatore Air Contr	32,364.00	2000081
Amal Raj A	28,581.00	6004633
Jayaram Modern Rice	27,759.00	1004246
Dharniiss Traders	27,079.00	1004574
Shanthi & Co	24,012.00	1003887
Central Depository S	22,365.33	2001635
U.S. Trading Co	18,883.00	1001080
Megham Prints	18,439.00	1005547
Mukalar Residency	18,172.00	2001276
Amman Trading Company	17,818.00	1005374
Erizen Zole And Comp	17,464.00	1000241
Bombay Rayon Fashion	17,174.00	1002652
M S Broilers	16,416.00	1005242
Subeesh . V	16,138.00	6004660
Viswapratap R	15,366.00	6004587
S M Quality Labels	14,900.00	1004797
Hari G Menon	14,601.00	6004593
Wellknown Syndicate	14,585.00	1001081
Ashwin Graphics	13,806.00	1005509
Cameo Corporate Services	13,681.24	1003259
New Hi-Tech Electric	13,570.00	2002137
Allnet	13,499.00	1003623
Indian Institute	11,940.00	2002009
K Balasubramani	11,484.00	1004170
Avery Dennison	11,186.40	1002775
Kitex Childrenswear	11,021.91	1001447
Thomsons Aluminium	10,720.00	1003226
Tritech Systems	10,620.00	2001858
Om Sakthi Knits	10,395.00	2001391
P.K Davis Trichur	10,000.00	2001713
Bluenet Infotech	9,936.00	1004871
Anugraha Sewtech	9,912.00	2001775

Kerry Indev Logistics Pvt Ltd	9,912.00	2001270
Proline Compactors	9,733.00	2002100
Golden Enterprises	9,450.00	1000301
Sri Lakshmi Tex	9,425.00	2002165
Ellys Herbal Extract	9,145.00	1000234
Saji Alias,	8,970.00	117247
Madura Coats Pvt Ltd	8,892.00	1003107
Eka Consultancies	8,407.05	1005514
Sivasakthi (Fancy)	8,071.00	1004125
R Nithyanayh	7,935.00	1004166
Sri Venkateswara	7,228.00	2001920
Prem Kumar	7,213.00	6004287
Sridharshini Enterprise	7,080.00	1004512
Balu Sewing Machines	6,608.00	1004562
Favourite Syndicate	6,490.00	1001070
K.V. Transports	6,352.28	3000017
Iswarya Harini Dairy	5,980.00	1005214
Aqua Care Systems	5,870.00	2002078
Batliboi Limited	5,310.00	2001706
Pathanjali Knits	5,068.00	2002040
Maniam Steels	4,914.00	1002144
Surya Tamarind	4,800.00	1002992
M M Technologies	4,543.00	1004213
Jeyavishnu Clothing	4,418.00	117430
Jothi Electrical Works	4,000.00	2002188
Usha Knitss	3,182.00	2002290
Mahesh Traders	3,159.00	120916
Saran Garments	3,152.00	120414
Computer World	3,150.00	1000173
Channi Fabrics	3,140.00	1005447
Sri Lakshmi Narashim	2,724.00	2002678
Prabin And Midhunkum	2,590.00	2001244
Swastiks Enterprises	2,500.00	1004858
Syam R A	2,441.00	6004256
Megiddo Pest Control	2,360.00	2002015
Alagappa Agencies	2,315.00	1004120
Raj Stickers	2,160.00	1004673
Sri Dhashvanth Impex	2,114.00	2002666
High Range Woods	2,033.25	118302
Abe Tex	1,770.00	1003629
Ess Emm Services	1,770.00	2002104
Vintex Industries	1,647.00	1005063
Global Printers	1,400.00	2002300
Gautam Texttiles	1,281.00	1004828

Nandha Electricals &	1,243.00	1004274
Thulasi Pharmacies	1,223.00	1004647
Kavin Bakery	1,200.00	1005012
Joy P F	1,165.00	119096
Jose Antony,	1,152.00	117240
Roofland Trading Company	1,150.00	1004661
Sky Syndicate	1,033.00	1004121
Global Metalloids,	995.00	118004
Immanuvel M V	914.00	119293
Classic Clothings	896.00	2001684
Shri Hariharasudhan	868.00	1004113
Avon Global Solution	848.67	1004305
Maruthi Electricals	800.00	1004287
Nisha Graphics	775.46	1005498
Regal Caltech (Opc) Private Limited	774.00	2002778
Sri Ranga Knits	727.00	2001923
Sri Selvanayaki Elec	720.00	1001532
Alias M.S	511.00	120085
Bharat Sanchar Nigam	489.64	1001449
Orchid Creations	472.00	2002012
Powertex Electricals	454.00	1003555
Jc Traders	447.00	1004089
Design World	440.00	1003302
Apl Logistics (India	377.01	2002190
Abil Anil (C.S)	368.00	6004353
L And T Flat Knits	306.00	2002249
Gemini Engineering C	304.00	1004130
Joseph George P	300.00	118546
Gireesh K B	258.00	119189
Sunnykutty	197.00	118193
Sree Prashanth Fusin	187.00	2002066
Professional Courier	169.00	2000236
F3 Food Services	160.00	1005049
Vanneri Steels,	126.00	120728
Ashique Trade Links,	111.00	118269
Nihas Edasserykudy M	102.00	120326
A 1 Steels,	90.00	118517

Joseph C.F	81.00	118378
Ashiq Traders	80.00	122147
Martin G.M	62.00	121397
Clifton Export Pvt Ltd	32.00	121335
New Vijaya Hardware	28.00	120937
M.G. Hardwares	19.84	117002
Selvakumar Pipes	19.00	1004364
Kseb Elapully	14.00	2002269
Tuttu N Joseph	14.00	6003664
Arjuna Metals	14.00	115999
Reji O.J	12.00	117966
Globelink Ww India Pvt Ltd	2.31	2002645
Three Star Creations	2.00	118403
Oza & Co	1.00	115740
Globelink Ww India Pvt Ltd	0.91	2002643
Alok Industries Ltd	0.52	1000041
Jindal Polybuttons Pvt Ltd	0.14	1005123
	2,29,88,314.18	

Annexure 8

Advance from Customers

A.S Tex	50,000.00	123033
Sleeba Church	15,824.00	122996
Jincymol Pp	7,000.00	122997
Sri Ram Polymers	2,511.00	121822
G K Traders	574.00	121716
Siva Cotton Mills	100.00	123036
Kottammal Steels	81.00	120517
	76,090.00	

Annexure 9

Balance with Banks

Federal Bank Current Account 9303	66,60,760.54
Federal Bank Current Account 8602	8,46,468.67
Axis Overdraft account	1,57,168.13
	76,64,397.34

Annexure 10

Balance with Government Authorities

GST Receivable

GST Receivable	58,76,098.96
	58,76,098.96

<u>Annexure 11</u>	
<u>Statutory and Other Dues</u>	
EPF Payable	17,17,760.00
TDS and TCS Payable	13,21,744.76
ESI Payable	3,45,043.00
Labour welfare fund payable	40,020.00
Customs duty Payable	2,314.00
	34,26,881.76
<u>Annexure 12</u>	
<u>Salaries, Wages, and Bonus</u>	
Wages Paid- Worker	6,25,41,423.00
Salaries Paid to Staff	3,15,82,750.00
Performance Bonus	54,15,264.00
Bonus Paid- Staff	37,51,026.00
Gratuity Paid	1,99,291.00
Bonus Paid- Worker	40,441.00
Incentive Paid Worker	9,170.00
	10,35,39,365.00
<u>Annexure 13</u>	
<u>Staff Welfare Expenses</u>	
Purchase of Canteen Materials	1,09,59,075.77
Canteen expenses	53,83,208.02
Training Expense	10,58,423.72
Labour Welfare	40,020.00
Staff Welfare Expenses	26,680.00
Medical Expenses	17,500.00
	1,74,84,907.51
<u>Annexure 14</u>	
<u>Stores and Spares Consumed</u>	
Opening Stock	71,69,602.49
Add:- Purchases	24,98,724.38
Less:- Closing Stock	63,89,169.27
	32,79,157.60
<u>Annexure 15</u>	
<u>Power & Fuel</u>	
Electricity charges	1,37,09,560.00
Fuel Consumed	23,14,989.05
	1,60,24,549.05

<u>Annexure 16</u>	
<u>Packing Materials Consumed</u>	
Opening Stock	28,27,835.81
Add:- Purchases	1,98,28,434.29
Less:- Closing Stock	58,59,355.95
	1,67,96,914.15
<u>Annexure 17</u>	
<u>General Charges</u>	
Security Service Charges	10,57,245.66
Subscription and Membership Charges	1,13,355.72
Administration and General Expenses	69,604.00
WaterExpenses	49,500.00
Damage matl claim Settled	46,136.00
Fine and Penalties	11,012.00
Genral Expenses	2,409.99
Round off	21.30
	13,49,284.67

