SCOOBEE DAY GARMENTS (INDIA) LIMITED
CIN: L27100KL1994PLC008083 | GST : 32AAACV7612G1ZM
Regd. Office: 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala – 683 562
Web: wwww.scoobeedaygarments.com| e-mail: info@scoobeedaygarments.com | Phone: 0484 2680701

Date: 05.09.2026
SDGIL/BSE/2026-27/24

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

Ref: Scrip Code: 531234

Sub: - Submission of Annual Report and Notice of the 32nd Annual General Meeting.

Dear Sir/Madam,

In accordance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report for the financial year 2025-26 along with the Notice of the Annual General Meeting (AGM).

The 32nd AGM of the company will be held on Tuesday, September 29, 2026 at 12.00 P.M (IST) through VC/OAVM.

The Annual Report and the Notice of the AGM has been sent electronically to those shareholders whose email addresses are registered with the Company. The Notice of the AGM and the Annual Report are also available on the Company's website at http://scoobeedaygarments.com/.

Kindly take the aforesaid information on record in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours faithfully
For Scoobee Day Garments (India) Limited

ALPHONSA JOSE
Digitally signed by ALPHONSA JOSE
Date: 2026.09.05 15:42:26 +05'30'

CS Alphonsa Jose
Company Secretary & Compliance Officer

ANNUAL REPORT

2025-26

GARMENTS & ROOFING SHEET

SCOOBEE DAY
GARMENTS (INDIA) LIMITED

Strength in Roofs. Style in Fabric. Trust in Every Thread.

WE BUILD.
WE WEAVE.
WE EMPOWER.

Driven by innovation and quality, we build strong roofs and create fine garments, empowering lives and enriching communities.

STRONGER ROOFS

SUPERIOR GARMENTS

SUPERIOR GARMENTS

SUSTAINABLE GROWTH

CONTENTS

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 **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.

2018 – Annalium Aluminium Roofing Sheets

Recognizing the need for durable shelter in Kerala's tropical climate, Anna Group launched **Annalium Roofing Sheets**, offering strength, weather-resistance, and affordability.

OUR VALUES

THE PRINCIPLES THAT SHAPE OUR JOURNEY

OUR GUIDING PRINCIPLES

01

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.

02

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.

03

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.

04

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.

05

SUSTAINABILITY FOR THE FUTURE

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

06

PEOPLE-CENTRIC GROWTH

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

“Integrity. Innovation. Excellence. Responsibility.”

Values that connect our legacy with the future.

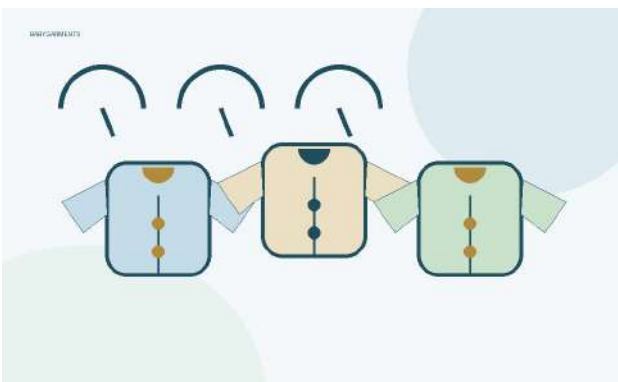
TRANSITION TO GARMENTS AND ROOFING SOLUTIONS

A STRATEGIC JOURNEY FROM ROOFING SOLUTIONS TO APPAREL

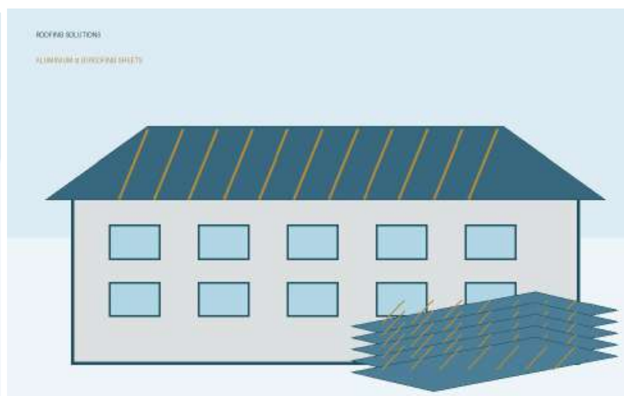
Following the change in ownership and strategic realignment, the Company expanded its business operations into the roofing solutions segment in 2018, with a focus on the supply of aluminium and galvanized iron ("GI") roofing sheets, primarily catering to the market in Kerala.

In 2019, the Company commenced operations in the apparel and ready-made garments segment. Since then, the garments business has progressively developed into an important part of the Company's operations, with the Company catering to both domestic customers and reputed international buyers.

OUR TWO BUSINESS HORIZONS



GARMENTS
Apparel & Ready-Made Garments



ROOFING SOLUTIONS
Aluminium & GI Roofing Sheets

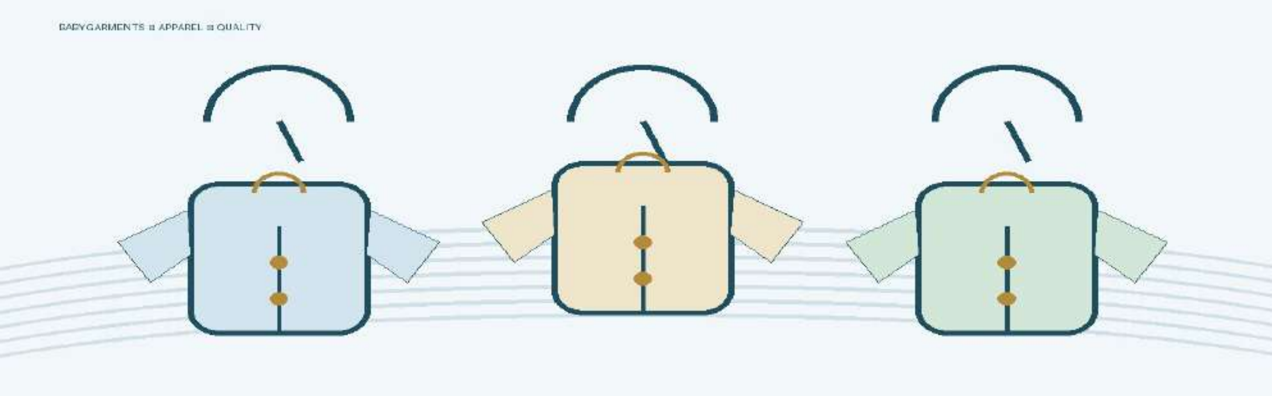
KEY MILESTONES

2018	2019
Expanded into roofing solutions, focusing on aluminium and GI roofing sheets for the Kerala market.	**Commenced apparel and ready-made garments operations, serving domestic customers and reputed international buyers.**

BUILDING CAPABILITIES • EXPANDING MARKETS • CREATING LASTING VALUE

OUR GARMENT BUSINESS

QUALITY • COMFORT • COMPLIANCE • CRAFTSMANSHIP



GARMENT MANUFACTURING & EXPORT

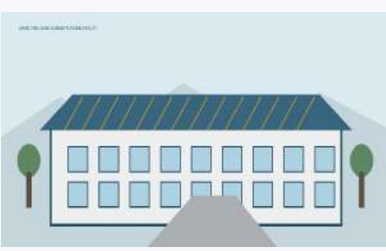
Today, the Company is primarily focused on the manufacture and export of baby garments and apparel, a segment characterised by stringent quality, safety, comfort and compliance requirements.

Baby garments require careful selection of raw materials, appropriate manufacturing processes and stringent quality controls because of the sensitivity of infant skin. The Company therefore focuses on manufacturing garments using 100% pure cotton, wherever applicable to the product specifications, with emphasis on softness, breathability, comfort and suitability for infants.

The Company utilises modern processes to manufacture garments in accordance with customer specifications. Attention is given to colour fastness, fabric quality, workmanship, dimensional stability, durability and overall product appearance. Appropriate quality control procedures are implemented across various stages of the manufacturing process to maintain consistency and meet the requirements of customers.

Our manufacturing capabilities are supported by trained personnel, established production processes, quality assurance systems and technical expertise. The Company's approach is centred on delivering products that combine quality, comfort, durability and value, while adhering to the specifications and timelines agreed with customers.

MANUFACTURING FACILITY



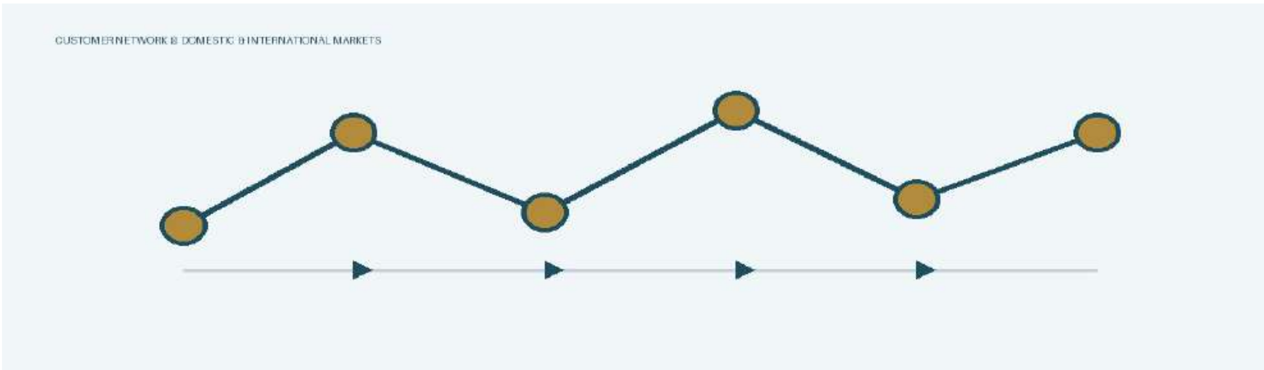
The Company's manufacturing operations are carried out primarily from its manufacturing facility located at Karur, Tamil Nadu. The facility serves as the principal base for the Company's garment manufacturing activities and is strategically positioned within an established textile manufacturing ecosystem.

The location provides access to skilled and semi-skilled manpower, ancillary services, textile-related suppliers and supporting infrastructure. The facility is supported by worker accommodation, which assists in employee welfare and contributes to operational continuity.

The Company continuously seeks to improve its manufacturing processes through better utilisation of resources, process optimisation, quality enhancement and productivity improvement. The focus remains on creating an efficient manufacturing platform capable of responding to changing customer requirements and market conditions.

OUR CUSTOMERS & MARKET FOCUS

BUILDING RELATIONSHIPS • EXPANDING REACH • DELIVERING VALUE



CUSTOMER-CENTRIC APPROACH

The Company seeks to establish and maintain long-term relationships with customers, particularly in the export-oriented garment segment. The Company's approach is based on understanding customer requirements, maintaining product consistency, meeting delivery schedules and providing reliable quality.

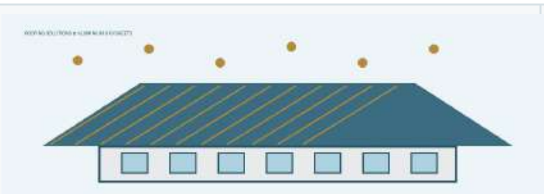
The garment industry is highly competitive and is influenced by changing consumer preferences, fashion trends, raw material prices, labour costs, international trade conditions, exchange-rate movements and customer sourcing strategies. Against this backdrop, the Company aims to strengthen its position by focusing on product quality, manufacturing capabilities, customer service and operational efficiency.

The Company also continues to evaluate opportunities to expand its customer base and geographical presence, both within India and in international markets, with the objective of creating a more diversified and sustainable revenue base.

MARKET PRIORITIES

01	02	03
PRODUCT QUALITY	MANUFACTURING CAPABILITY	CUSTOMER SERVICE

ROOFING SOLUTIONS BUSINESS



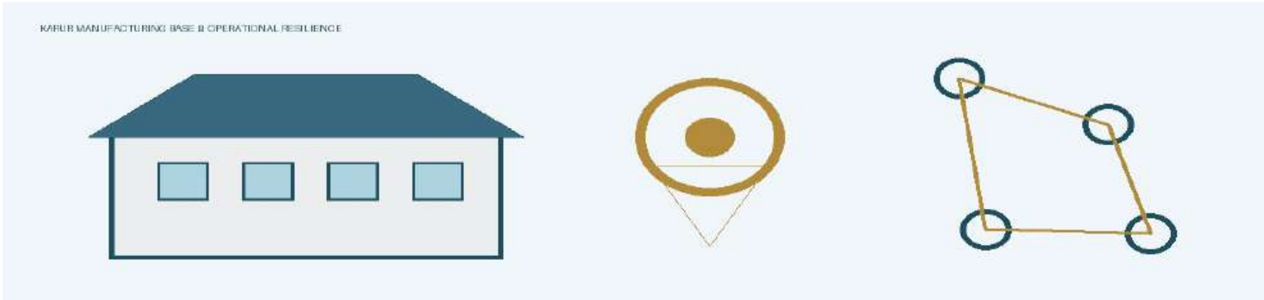
In addition to its garment operations, the Company has a presence in the roofing solutions segment, primarily through the supply of Aluminium and GI roofing sheets. The business caters predominantly to customers in Kerala and forms part of the Company's diversified product portfolio.

The roofing business enables the Company to leverage the experience and capabilities of the Group in aluminium and related manufacturing activities. The Company continues to assess opportunities for strengthening this business through improved market reach, customer engagement and product offerings.

DIVERSIFIED PORTFOLIO • SUSTAINABLE REVENUE BASE • MARKET RESPONSIVENESS

GEOGRAPHICAL CONCENTRATION & BUSINESS RISKS

UNDERSTANDING RISK • BUILDING RESILIENCE • PROTECTING CONTINUITY



KEY GEOGRAPHICAL & OPERATIONAL CONSIDERATIONS

The Company's manufacturing operations are presently concentrated primarily at its facility in Karur, Tamil Nadu. While such concentration provides operational efficiencies and enables the Company to leverage the established textile ecosystem in the region, it also exposes the Company to certain geographical and location-specific risks.

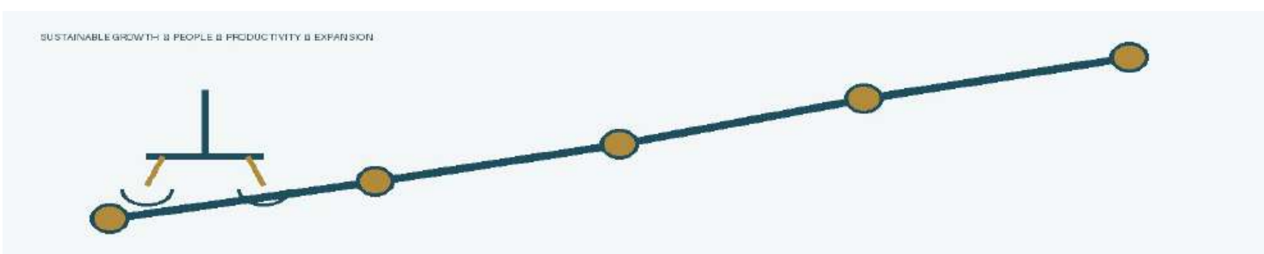
Any significant disruption arising from natural calamities, adverse weather conditions, floods, fire, industrial disturbances, social or civil unrest, changes in local economic conditions, transportation disruptions, demographic developments, regulatory changes or other unforeseen events could affect the Company's manufacturing operations. Such events may result in disruption of production, damage to manufacturing infrastructure, delays in procurement of raw materials or transportation of finished goods and consequently may adversely affect the Company's business, financial condition and results of operations.

The Company therefore recognises the importance of maintaining operational resilience, appropriate risk-management systems and business-continuity measures to minimise the impact of unforeseen disruptions.

RESILIENCE PRIORITIES

01 OPERATIONAL RESILIENCE	02 RISK MANAGEMENT	03 BUSINESS CONTINUITY

OUR STRENGTHS



OUR APPROACH TO SUSTAINABLE GROWTH

The Company believes that long-term growth requires a balanced approach towards business performance, customer satisfaction, employee welfare, operational efficiency and responsible resource utilisation.

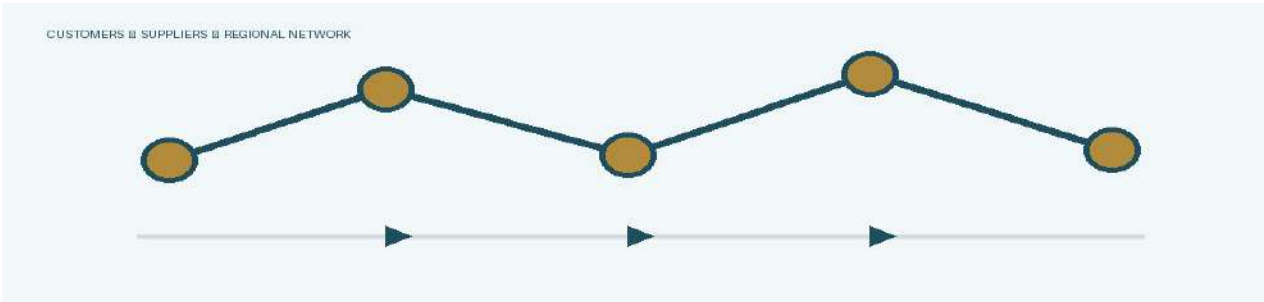
The Company endeavors to optimise the use of raw materials, minimise operational inefficiencies and improve productivity across its manufacturing activities. Employee welfare and workplace safety also remain important considerations in maintaining a stable and productive workforce.

Going forward, the Company intends to focus on strengthening its core garment manufacturing capabilities, expanding its presence in export markets, improving operational efficiencies and exploring opportunities for business diversification and geographical expansion.

RESILIENT OPERATIONS • RESPONSIBLE GROWTH • LONG-TERM VALUE

MARKET & COMPETITIVE LANDSCAPE

CUSTOMER DIVERSIFICATION • COMPETITIVE STRENGTH • MARKET EXPANSION



CUSTOMER & SUPPLIER CONCENTRATION

The Company's manufacturing facility is located in Tamil Nadu and significant portion of its suppliers are also situated in Tamil Nadu.

This regional concentration provides the Company with certain logistical and operational advantages; however, it also exposes the Company to economic, competitive and market-related developments specific to the Southern region.

Any adverse change in regional economic conditions, customer demand, competition, transportation costs, availability or pricing of raw materials, labour availability or other local factors may have an impact on the Company's operations and financial performance.

The Company is conscious of the risks associated with customer and geographical concentration and continues to explore opportunities for broadening its customer base, increasing its presence in other geographical markets and developing new business relationships.

COMPETITION & EXPANSION INTO NEW MARKETS

The industries in which the Company operates are highly competitive. As the Company expands its business into new markets and geographical areas, it may encounter competition from established national players as well as strong regional and local businesses.

Local competitors may possess advantages arising from their established market presence, familiarity with local business practices, customer relationships, distribution networks, supplier relationships and knowledge of relevant regulatory and governmental processes.

Certain competitors may also have greater financial, technological or operational resources.

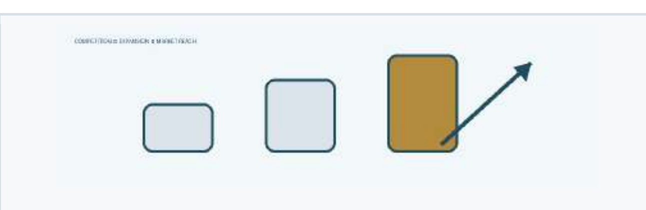
The Company's ability to compete successfully will depend on several factors, including product quality, pricing, manufacturing efficiency, delivery capabilities, customer relationships, product development, technological adoption and the ability to respond to changing market requirements.

The Company intends to address these challenges by strengthening its manufacturing capabilities, improving operational efficiencies, developing its customer relationships, expanding its market reach and leveraging the experience and resources available within the Group.

KEY COMPETITIVE FACTORS

01	02	03	04	05
QUALITY	PRICING	EFFICIENCY	DELIVERY	CUSTOMER RELATIONSHIPS

OUR RESPONSE TO A CHANGING MARKET

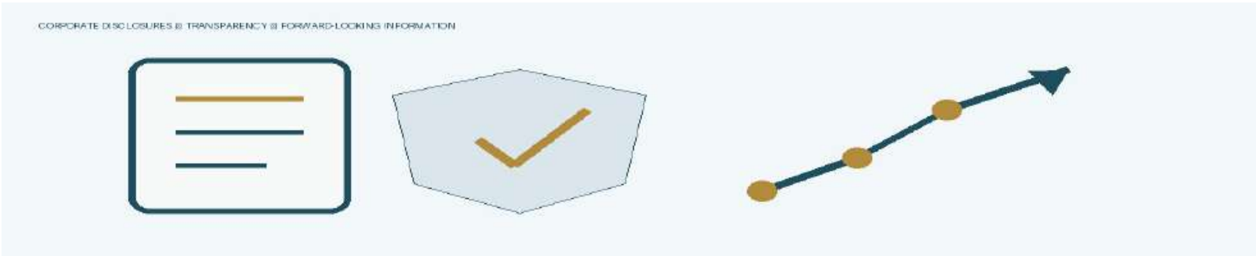


The Company intends to address competitive and expansion challenges by strengthening its manufacturing capabilities, improving operational efficiencies, developing customer relationships, expanding market reach and leveraging the experience and resources available within the Group.

DIVERSIFYING RELATIONSHIPS • STRENGTHENING CAPABILITIES • EXPANDING REACH

FORWARD-LOOKING STATEMENTS & DISCLOSURES

TRANSPARENCY • RESPONSIBLE COMMUNICATION • INVESTOR AWARENESS



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.

ADDITIONAL DISCLOSURES

WEBSITE & SOCIAL MEDIA DISCLOSURE

We use our website (www.scoobeedaygarments.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 & 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.

MESSAGE FROM THE MANAGEMENT

MD'S COMMUNIQUE

"As we conclude FY 2025–26, we look back on a year of challenges, resilience and continued commitment to strengthening our organisation. At Scoobee Day Garments (India) Limited, we remain focused on creating sustainable long-term value through operational excellence, innovation, transparency and responsible business practices.

MESSAGE TO OUR STAKEHOLDERS

- The year witnessed a rapidly changing global economic environment, marked by shifting tariff regimes, evolving trade relationships, currency volatility and geopolitical uncertainties. Despite these challenges, the global economy demonstrated resilience, and we too remained focused on adapting to changing market dynamics and strengthening our competitive position.
- The textile and apparel industry continues to evolve with changing consumer preferences, technological advancements and realignment of global supply chains. In this dynamic environment, our priority has been to enhance our capabilities, improve operational efficiency and identify opportunities for sustainable growth.
- During FY 2025–26, the Company recorded a total income of **Rs. 33.47** Crores and incurred a loss of **Rs. 5.44 Crores**. While the financial performance remained challenging, we continue to take necessary steps to strengthen our business and build a more resilient organisation.

LOOKING AHEAD

Looking ahead, we remain committed to responsible growth, innovation, transparency and sustainability. We will continue to respond proactively to market developments, strengthen our core capabilities and pursue opportunities that create lasting value for all our stakeholders.

GRATITUDE TO OUR STAKEHOLDERS

I sincerely thank our Shareholders, Bankers, Customers, Employees, Business Partners and all other Stakeholders for their continued trust, support and confidence in the Company. Your encouragement remains a strong source of motivation as we move forward with renewed determination.

TOGETHER TOWARDS A BETTER TOMORROW

We look forward to continuing this journey together towards sustainable growth, greater resilience and long-term value creation.

"Thank you for your continued trust and confidence in Scoobee Day Garments (India) Limited."

BOARD OF DIRECTORS

LEADERSHIP • GOVERNANCE • EXPERIENCE

K L V NARAYANAN
MANAGING DIRECTOR

DIRECTORS

DONY DOMINIC
DIRECTOR

JEFF JACOB
DIRECTOR

INDEPENDENT DIRECTORS

ELSAMMA MATHEW TITUS
INDEPENDENT DIRECTOR

SATHEESHKUMAR GOPAKUMAR
INDEPENDENT DIRECTOR

AUGUSTINE ANTONY
INDEPENDENT DIRECTOR

CORPORATE INFORMATION

KEY MANAGERIAL PERSONNEL

—

MRS. ZAPHIA FAREED
Chief Financial Officer

MS. ALPHONSA JOSE
Company Secretary and Compliance Officer

—

LISTING

STOCK EXCHANGE
Bombay Stock Exchange (BSE)

—

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

—

BANKERS
Federal Bank Limited
Axis Bank Limited

AUDITORS

—

STATUTORY AUDITOR
M/s. Varma & Varma
Chartered Accountants,
Thrissur – 680002

INTERNAL AUDITOR
M/s. Nimmy Michael & Associates,
Chartered Accountants,
Ernakulam

SECRETARIAL AUDITORS
M/s. CaesarPintoJohn & Associates, LLP,
Company Secretaries
Ernakulam

—

REGISTERED OFFICE ADDRESS
666/12, Anna Aluminim Company Pvt Limted,
Kizhakkamabalm, Aluva, Ernakulam,
Kerala – 683562

CIN
L27100KL1994PLC008083

—

INVESTOR SERVICE EMAIL
info@scoobeedaygarments.com

WEBSITE
www.scoobeedaygarments.com

—

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

BOARD STRUCTURE

LEADERSHIP • COMMITTEE OVERSIGHT • CORPORATE GOVERNANCE

DIRECTOR	DESIGNATION	COMMITTEES
K L V Narayanan	Managing Director	C
Dony Dominic	Director	A N S C
Jeff Jacob	Director	—
Satheesh Kumar Gopa Kumar	Independent Director	C
Augustine Antony	Independent Director	A N S
Elsamma Mathew Titus	Independent Director	A N S

COMMITTEE KEY

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

BOARD ROLE LEGEND

• CHAIRPERSON	• MEMBER
Committee chairperson	Committee member

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

NOTICE
32nd Annual General Meeting

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

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

ORDINARY BUSINESS

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

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

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Registered Office:

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

Kizhakkambalam
Date: 14.08.2026

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

Sd/-

Alphonsa Jose
Company Secretary

NOTES

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

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

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

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

4. In terms of MCA Circulars and relevant circulars issued by SEBI, the Notice of this AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA. The Notice of 32nd Annual General Meeting and Annual Report for FY 2025-26 is also available on the Company's website www.scoobeedaygarments.com website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com. Since the 32nd AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

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

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

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

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

9. Institutional shareholders (i.e. investors other

than individuals, HUF, NRI etc.) intending to appoint authorised representative to participate and/ or vote through e-voting, are requested to send scanned copy of the certified true copy of Board Resolution/ Authority letter etc. to the Scrutinizer by e-mail to caeserpintojohn@gmail.com. Institutional Shareholders and Corporate Members may also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

10. In the case of joint holders, Members whose names appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote at the AGM.

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

A. Instructions for Remote e-Voting

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & My Easi New (Token) 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) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

	'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

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

demat mode.

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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

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

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

(ix) Click on the EVSN for Scoobee Day Garments (India) Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi)Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
(xii)After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

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

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

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

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

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

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

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

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

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

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

The EVSN generated for the e-Voting is 260903054

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

Sd/-
Alphonsa Jose
Company Secretary

Kizhakkambalam
14th August 2026

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

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

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

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

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

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

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

The details of the proposed continuation are as follows:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ANNEXURE TO THE NOTICE FOR AGM

Annexure A

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

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

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

Annexure B

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

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

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

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

Directors' Report

Dear Members,

Your Directors are pleased to present the 32nd Annual Report on the business and operations of the company (Scoobee Day Garments (India) Limited) together with the Audited Financial Statements for the financial year ended March 31, 2026("year under review").

1. CORPORATE OVERVIEW AND GENERAL INFORMATION

Scoobee Day Garments (India) Limited is a public limited company listed on the Bombay Stock Exchange (BSE) under Scrip Code 531234. The Company was originally incorporated on 9th August 1994 as Victory Paper and Boards (India) Limited under the provisions of the Companies Act, 1956 and commenced business on 16th December 1994. Pursuant to the strategic transformation of its business operations, the name of the Company was changed to Scoobee Day Garments (India) Limited with effect from 30 September 2021. The Company bears Corporate Identification Number (CIN) L27100KL1994PLC008083 and its registered office is situated at Kizhakkambalam, Ernakulam, Kerala.

The Company is a part of the Anna Group, one of South India's diversified industrial groups with over five decades of business excellence. Since the change in management during 2017, the Company has undergone significant transformation by expanding into high-growth manufacturing businesses and strengthening its operational capabilities. It has successfully diversified from its legacy operations into two principal business segments—Manufacturing of Garments and Readymade Apparels and Roofing Solutions, catering to both domestic and international markets.

The Company's integrated garment manufacturing facility at Karur, Tamil Nadu, is equipped with modern infrastructure and advanced manufacturing technology to produce high-quality knitted garments, particularly baby wear and children's apparel, conforming to stringent international quality standards. The Company places strong emphasis on quality assurance, innovation, sustainability and timely delivery, enabling it to build long-term relationships with global customers.

The Roofing Solutions Division manufactures and markets aluminium and galvanized roofing sheets and allied accessories under established brands, providing durable, reliable and cost-effective roofing solutions for residential, commercial and industrial applications across India.

Your Company remains committed to sustainable growth, operational excellence and value creation for all stakeholders. Supported by experienced leadership, robust corporate governance practices and a customer-centric approach, the Company continues to focus on expanding its market presence, enhancing manufacturing efficiencies, strengthening export opportunities and pursuing profitable long-term growth while maintaining the highest standards of ethical business conduct.

FINANCIAL SUMMARY AND STATE OF COMPANY'S AFFAIRS

A summary of your Company's financial results from continuing operations for the FY2025-26 is as under:

Rs. in 000's

Particulars	**31.03.2026**	**31.03.2025**
Revenue from operations	3,27,491.77	4,65,028.37
Other Income	7,289.07	6,041.59
Total Income	**3,34,780.84**	**4,71,069.96**
Profit/ (Loss) before exceptional items and tax	(73,777.28)	5,487.51
Exceptional Items	-	21,659.43
Profit/(Loss) before taxes	(73,777.28)	27,146.94
Total Tax Expense	(18,653.05)	8,048.72
Profit/(Loss) for the year	**(55,124.23)**	**19,098.52**

The company during the year reported total income of Rs.3347.81 lakhs as against Rs.4710.70 lakhs in the previous year. The net loss after tax amounted to Rs. 551.24 lakhs as against Rs. 190.98 lakhs in the previous year.

During the year under review, the Company successfully completed a **Rights Issue** to augment its financial resources and meet its funding requirements.

Pursuant to the approval of the Board of Directors at its meeting held on 27th March, 2025 and subject to the necessary statutory and regulatory approvals, the Board approved the issuance of fully paid-up equity shares of face value of Rs.10 each through a Rights Issue for an aggregate amount of up to Rs.4,050 lakhs.

Accordingly, the Company offered 45,00,000 fully paid-up equity shares of face value Rs.10 each at an issue price of Rs.90 per share (including a share premium of Rs.80 per share) on a rights basis, aggregating up to Rs.4,050 lakhs. The Rights Issue was made to the eligible equity shareholders in the ratio of 1 (One) Rights Equity Share for every 3 (Three) fully paid-up equity shares held as on the Record Date, i.e., Tuesday, 2 September 2025. The issue price was nine times the face value of the equity shares.

Cameo Corporate Services Limited was appointed as the Registrar to the Issue, and Federal Bank Limited acted as the Banker to the Issue. The Rights Issue opened on Friday, 12 September 2025 and, pursuant to an extension, closed on Friday, 10 October 2025 (original closing date being 19 September 2025). The last date for on-market renunciation of Rights Entitlements was Tuesday, 16 September 2025.

The net proceeds of the Rights Issue were proposed to be utilised primarily towards the adjustment of unsecured loans of the Promoters and the Promoter Group entities against their Rights Entitlements amounting to Rs.3,037.04 lakhs, while the balance amount of Rs.970.96 lakhs was earmarked for the Company's general corporate purposes.

The Rights Issue received subscriptions for 34,20,028 equity shares, representing an overall subscription of approximately 76% of the total issue size. The Promoters, Mr. Boby Meckamkunnel Jacob and Mrs. Minni Boby Jacob, renounced their entire Rights Entitlements in favour of Anna Aluminium Company Private Limited and another Promoter Group entity, Kitex Limited.

Consequent to the Rights Issue, the shareholding of the Promoter and Promoter Group increased from 1,01,23,454 equity shares (74.99%) before the issue to 1,34,97,938 equity shares (79.77%) after the allotment.

In accordance with the Letter of Offer dated 26 August 2025 and the Basis of Allotment finalised in consultation with BSE Limited, the Designated Stock Exchange, and the Registrar to the Issue, the Board of Directors, at its meeting held on 16 October 2025, approved the allotment of 34,20,028 fully paid-up Equity Shares of face value Rs.10 each at an issue price of Rs.90 per share, including a share premium of Rs.80 per share.

Consequent to the allotment, the paid-up equity share capital of the Company increased from Rs.13,50,00,000 divided into 1,35,00,000 equity shares of Rs.10 each to Rs.16,92,00,280 divided into 1,69,20,028 equity shares of Rs. 10 each.

2. SHARE CAPITAL

As on March 31, 2026 Authorised Sharecapital of the company is Rs.18,00,00,000 (Rupees Eighteen Crores), divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of Rs. 10/- each.

During the year under review, the company has allotted 34,20,028 fully paid up equity shares at an issue price of Rs.90 per share, including a share premium of Rs.80 per share.

As on March 31, 2026 the issued, subscribed and paid up equity share capital of the company is Rs.16,92,00,280 divided into 1,69,20,028 equity shares of Rs. 10 each.

During the year under review, the Company has neither issued any shares with differential shares voting rights nor sweat equity shares or warrants.

3. DIVIDEND AND RESERVES

In view of losses, the Board of Directors have expressed their inability to recommend any dividend on the equity shares of the company for the Financial Year ended March 31, 2026. The Board of Directors does not recommend to transfer any amount to Reserves.

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is available on the Company's website at http://scoobeedaygarments.com/kvpbil_uploads/downloads/03112105125915. Divided Distribution Policy. pdf.

4. CREDIT RATING

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

5. FINANCIAL STATEMENTS

Your Company has consistently applied applicable accounting policies during the year under review. 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 results on an annual basis. There were no revisions made to the financial statements during the year under review.

6. 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 underSection 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 beforethe Audit Committee and the Board of Directors for their approval on a quarterlybasis.

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/030826011308Updated_Related_Party_Transaction_Policy_29.05.2026.pdf.

The Members may refer to Note 32.5 to the Standalone Financial Statements which sets out the related party disclosures as per the Indian Accounting Standards.

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

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to financial statements forming part of the Annual Report.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition

As on March 31, 2026, 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 FinancialOfficer, and
3. Mrs. Alphonsa Jose - Company Secretaryand Compliance Officer

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Dony Dominic (DIN: 03588411), 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, 2026, 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 themconsistently 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 accordancewith the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detectingfraud 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 Companyempowers the Board to formulate a process for effective evaluation of the performance of individual directors, Committees of the Boardand 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, 2025, 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 also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment and removal of Directors, Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors.

The Policy sets out a framework that assures fair and optimum remuneration to the Directors, Key Managerial Personnel, Senior Management Personnel and other employees such that the Company's business strategies, values, key priorities and goals are in harmony with their aspirations. The Policy lays emphasis on the importance of diversity within the Board, encourages diversity of thought, experience, background, knowledge, ethnicity, perspective, age and gender are considered at the time of appointment.

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

13. MEETINGS OF THE BOARD AND ITS COMMITTEES.

The Board met eight 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 2025-26 and the attendance of Directors forms part of the Report on Corporate Governance.

14. COMMITTEES OF THE BOARD

The Board of Directors has the following Committees as on March 31, 2026:

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 2025-26.

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 andthe 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.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and rules made thereunder and Regulation 24A of the Listing Regulations, the Company had appointed M/s CaesarPintoJohn & Associates LLP, Company Secretaries holding Peer Review Certificate No. 2148/2022 to undertake the Secretarial Audit of the Company for the FY2025-26. The Secretarial Audit Report is annexed as **Annexure 'A'** and forms an integral part of this Report.

The Annual Secretarial Compliance Report of the Company as required under Regulation 24A of the Listing Regulations is uploaded on the website of the Company at http://scoobeedaygarments.com/kvpbil_uploads/finance/300526033023SDGIL_ASCR_31.03.2026.pdf.

The Secretarial Audit Report and Secretarial Compliance Report for FY 2025-26, do not contain any qualification, reservation, or adverse remark.

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 identifyand 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, CharteredAccountants, Ernakulam was the InternalAuditors of the Company for the financial year 2025-26.

Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high risk areas. Critical functions are reviewedrigorously, and the reports are shared with the Management for timely corrective actions, if any. The major focus of internalaudit 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 auditfindings and corrective actions. The Audit Committee of the Board of Directors, Statutory Auditors and Business Heads areperiodically 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 theCompany as specified in Schedule VII and hasbeen 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 2025-26. 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 2025-26.

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

In compliance with the 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. The said policy has been uploaded on the internal portal of the Company for information of all employees. An Internal Complaints Committee has been set up in compliance with the POSH Act.

The Company is committed to providing a safe and conducive work environment to all its employees and associates. All womenemployees 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.

Details of complaints received during the year under review under POSH Act are as under:

a. Number of complaints pending as on beginning of the financial year (April 1, 2025): NIL
a. Number of complaints filed during the financial year: NIL
b. Number of complaints disposed of during the financial year: NIL
c. Number of complaints pending as on end of the financial year (March 31, 2026): NIL.
d. Number of complaints pending for more than ninety days: NA

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.

20. MANAGEMENT DISCUSION 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.

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.

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

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

23. COMPLIANCE WITH SECRETARIALSTANDARDS.

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of CompanySecretaries 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 31,2026 will be hosted on the website of the company after filing with ROC in the following web link http://scoobeedaygarments.com/investors.p hp.

25. STATEMENT OF DECLARATION GIVEN BY INDEPENDENT DIRECTORS.

All the Independent Directors have given adeclaration 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 IndependentDirectors 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 they meet the criteria of independence as laid out in Section149(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 affectingthe 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/200223014909Familarization_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. YourCompany'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 andnone 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 andRemuneration of Managerial Personnel) Rules, 2014 (“Rules”) forms part of the Corporate Governance Report and is annexed to this Report.

The statement containing names of top ten employees in terms of remuneration drawnand 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 tothe provisions of Section 178(3) of the Act isavailable 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 financialrisks and controls.

29. SUBSIDIARIES, JOINT VENTURES ANDASSOCIATE 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 formsan integral part of this Report.

(c) The Company has not accepted anydeposits, 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 2025-26 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, 2026

(f) The company has complied with Maternity Benefit Act.

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 towardsthe 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

Kizhakkambalam
14th August 2026

LLPIN: AAG-8094

CaesarPintoJohn
& Associates LLP
Company Secretaries

+ 91 9497274805, + 91 9846949009
caesarpintojohn@gmail.com
www.cpjcompanysecretaries.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2026

[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 31.03.2026 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 31.03.2026 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 except the following:

1. The Company has not complied with the minimum public shareholding requirement of 25% as prescribed under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 read with Regulation 38 of the SEBI (LODR) Regulations, 2015, as the public shareholding stood at approximately 19.07% as at 31 March 2026. The Promoters have disclosed their intention to sell an aggregate of 8,07,917 Equity Shares, representing 4.77% of the equity share capital, through the open market to restore the required minimum public shareholding.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 audit period the Company undertook a Rights Issue of up to 45,00,000 Equity Shares of ₹10/- each at an issue price of ₹90/- per share in the ratio of 1 Equity Share for every 3 Equity Shares held as on 2 September 2025. The Issue opened on 12 September 2025 and, after extension, closed on 10 October 2025. The Company subsequently allotted 34,20,028 Equity Shares aggregating to ₹30.78 Crore and completed the requisite filings and listing formalities.

Consequent to the aforesaid Rights Issue, the Promoter and Promoter Group shareholding increased to approximately 79.77%, resulting in public shareholding falling below the minimum 25% prescribed under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 read with Regulation 38 of the SEBI (LODR) Regulations, 2015. The Promoters have disclosed their intention to sell an aggregate of 8,07,917 Equity Shares, representing 4.77% of the equity share capital, through the open market to restore the required minimum public shareholding. As at 31 March 2026, the public shareholding continued to remain below 25%.

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

i. 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
14.08.2026
UDIN: F011074H001114088

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 2026 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
14.08.2026
UDIN: F011074H001114088

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 theyear ended 31st March, 2026.

(A) Statement on Conservation of Energy

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
Steps taken by the company for utilizing alternate sources of energy	Installation of roof ventilation system at factory forair circulation.
Capital investment on energy conservation equipment's	Investments are made/ being made in various process to achieve the objective of reducing energyconsumptions.

(B) Technology absorption –NIL

(C) C. Foreign Exchange Earnings and Outgo –

Particulars	FY 2025-26 (in Rs.)	FY 2024-25(in Rs.)
Foreign Exchange Earngs	10,90,03,820.43	11,66,40,164.52
Foreign Exchange Outgo	12,35,271.07	16,65,323.45

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

	Sd/-	Sd/-
	K L V Narayanan	Dony Dominic
Place :Kizhakkambalam	Managing Director	Director
Date:14.08.2026	DIN: 01273573	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 ofthe contracts / arrangements / transaction	Salient terms of the contracts or arrangements 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 asadvances, if any	Date on which the resolution was passed in General Meeting as required under first proviso to Section 188
There were no contracts or arrangements or transactions entered into during the financial year ended 31st March, 2026, 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 ofrelationship	Nature of contracts / arrangements / transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangementsor 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 at Audit Committee meeting	Board-26.08.2025	NIL
		Sale of Fixed Assets	Ongoing			
		Purchase of Goods	Ongoing		AGM-29.09.2025	
		Purchase ofAssets	Ongoing			
		Expenditureon 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 andIncome	Ongoing	Approved at Audit Committee meeting	Board-26.08.2025 AGM-29.09.2025	NIL
		Sale of FixedAssets	Nil			
		Purchase ofAssets	Ongoing			
		Expenditureon services	Nil			
		Inter Corporate Loan Received/Repaid	Ongoing			

3	Kitex GarmentsLimited CIN: L18101KL1992PLC006528 PAN: AABCK0714F Enterprises owned or significantly influenced by key management personnel or their relatives	Sales andIncome	Ongoing	Approved at Audit Committee meeting	Board- 26.08.2025 AGM- 29.09.2025	NIL
		Sale of FixedAssets	Nil			
		Purchase ofGoods	Nil			
5	Sara Spices Private Limited CIN:U15490KL2016PTC047132 PAN: AAXCS7461B Enterprises owned or significantly influenced by key management personnel or their relatives	Purchase ofGoods	Nil	Approved at the Audit Committee meeting		Nil

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

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

Sd/-

K L V NarayananManaging Director
DIN: 01273573

Sd/-

Dony Dominic
Director
DIN: 03588411

Kizhakkambalam
14th August 2026

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 ANDREMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, AS AMENDED FROM TIME TO TIME, FOR THE FINANCIAL YEAR 2025-26

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

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

	Name	Designation	Ratio
1	K L V Narayanan	Managing Director	6.68

(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.

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: 14.08.2026

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	17.08	GENERAL MANAGER - OPERATIONS	B.E	225	ALOK INDUSTRIES	03.06.2024	47
2	SAJESH PERINGETH	13.20	MANAGER - QUALITY ASSURANCE	B.COM	24	B.D.TEX	19.05.2025	50
3	VARUN R	12.50	MANAGER - MERCHANDISING	DHT	11	TSK GARMENTS	08-05-2023	42
4	ALPHONSA JOSE	11.34	COMPANY SECRETARY AND COMPLIANCE OFFICER	COMPANY SECRETARY	14	PRIMA INDUSTRIES LIMITED	11-04-2023	36
5	JETTO JOSEPH	9.92	MANAGER - ACCOUNTS	M.COM	24	INDEL AUTOMOTIVE PVT LTD	22-01-2024	44
6	M RAMESHKUMAR	8.80	MANAGER - KNITTING	BA - History	30	POPPYS KNITWEAR (P) LTD	07.03.2022	53
7	JAYENDRAN A K	7.94	MANAGER - HR	BE - TEXTILES	19	LABONI COLLECTION	16.08.2019	44
8	BIJU JOSEPH	7.20	MANAGER - CUTTING	B.A	25	G.M.GARMENTS	01.07.2024	51
9	AMAL RAJ A	6.00	SALES HEAD	M.B.A	9	RAIN CEMENTS	05.09.2024	38
10	BIJU SEBASTIAN	6.00	NOMINATED QUALITY CONTROLLER	B.A	25	JRJ COTTONS	24.02.2025	55

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: 14.08.2026

Annexure F

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

APPAREL MARKET – GLOBAL & INDIAN

1. Global Apparel Market

The global apparel industry is one of the largest consumer-driven industries worldwide, supported by population growth, increasing disposable incomes, urbanisation, changing fashion preferences and the rapid expansion of e-commerce. The global apparel market was estimated at approximately **US$1.9 trillion in 2025** and is expected to grow at a **CAGR of around 4.1% during 2026–2034**. Growth is being supported particularly by casualwear, athleisure, social-media-driven fashion trends and online retail.

The industry is undergoing significant transformation, with consumers increasingly seeking **value, convenience, product variety, sustainability and personalised shopping experiences**. Digital commerce, social commerce and direct-to-consumer business models have become important channels for apparel brands.

Major trends in the global apparel market

- **Growth of e-commerce and digital retail:** Online platforms continue to expand the reach of apparel brands and enable consumers to compare products and prices conveniently.
- **Athleisure and casualwear:** Consumer preference is shifting towards comfortable, versatile and functional clothing.
- **Sustainable fashion:** Increasing awareness of environmental issues is encouraging brands to use recycled fibres, organic materials, responsible manufacturing and circular business models.
- **Fast fashion and shorter product cycles:** Brands are increasingly responding rapidly to changing consumer preferences.
- **Personalisation and AI:** Artificial intelligence and data analytics are increasingly being used for trend forecasting, inventory management, product recommendations and customer engagement.
- **Resale and circular fashion:** Second-hand apparel, repair, reuse and recycling are becoming increasingly relevant as consumers and regulators focus on sustainability.
- **Supply-chain diversification:** Geopolitical developments, freight costs and trade policies are encouraging brands to diversify sourcing beyond traditional manufacturing hubs.

Global Apparel Manufacturing & Sourcing

The global apparel supply chain remains concentrated in major manufacturing countries such as **China, Bangladesh, Vietnam, India, Türkiye and Pakistan**. China continues to benefit from its extensive manufacturing ecosystem, while Bangladesh and Vietnam have strong positions in export-oriented apparel manufacturing.

India has an important competitive advantage because of its **large domestic market, availability of cotton and other fibres, skilled workforce and relatively integrated textile value chain**. However, India's share of global apparel exports remains below that of some competing Asian manufacturing economies, indicating considerable scope for expansion.

2. Indian Apparel Market

India has one of the world's largest textile and apparel industries, supported by a substantial domestic consumer base and an extensive manufacturing ecosystem covering **fibre, yarn, fabric, processing and garments**.

The Indian textile and apparel sector is economically significant, contributing approximately **2% of India's GDP** and around **11% of manufacturing GVA**, while providing employment to **more than 45 million people**. India is also among the world's leading textile and garment producers.

The Indian market has two major components:

1. **Domestic apparel consumption**
2. **Export-oriented apparel manufacturing**

The domestic market is supported by India's large population, increasing disposable income, urbanisation, growing middle class and rapid expansion of organised retail and e-commerce.

Key growth drivers in India

Rising disposable income:
Young population:
E-commerce growth:
Urbanisation:
Organised retail:
Growing demand for children's and babywear:

4. Indian Apparel Export Market

India is a significant global textile and apparel exporter, with exports spread across a large number of international markets.

According to the Ministry of Textiles, India's **textile and apparel exports, including handicrafts, increased from ₹2,97,004 crore in FY 2023–24 to ₹3,25,339 crore in FY 2025–26**, representing a CAGR of approximately **4.7%**.

The **Ready-Made Garments (RMG)** segment remains the largest component of India's textile and apparel exports.

Segment	FY 2025–26 Exports
Ready-Made Garments	Rs. 1,39,350 crore
Cotton Textiles	Rs. 1,02,427 crore
Man-Made Textiles	Rs. 46,254 crore
Carpets	Rs. 12,887 crore
Jute Products	Rs. 3,381 crore
Silk Products	Rs. 2,262 crore
Wool & Woollen Textiles	Rs. 1,566 crore
Handloom Products	Rs. 1,359 crore

The total value of **textile & apparel exports excluding handicrafts** was approximately **Rs. 3,09,484 crore in FY 2025–26**.

More recent data also indicates that during **April–February FY 2025–26**, India's total exports of textiles and apparel including handicrafts were approximately **US$32.63 billion**, with RMG accounting for **US$14.53 billion**.

5. India's Competitive Advantages

India has several structural advantages that can support the expansion of its apparel industry:

- **Large domestic consumer market**
- **Availability of cotton and other raw materials**
- **Strong textile manufacturing base**
- **Large and relatively skilled labour pool**
- **Integrated textile value chain**
- **Established presence in international markets**
- **Strong capabilities in cotton garments**
- **Growing man-made fibre and technical textile capabilities**
- **Large MSME manufacturing ecosystem**
- **Increasing investments in modern manufacturing facilities**
- **Potential benefits from trade agreements and market diversification**

India is the **world's largest producer of cotton**, which provides a significant raw-material advantage to its textile and apparel industry.

6. Opportunities for Indian Apparel Manufacturers

The outlook for Indian apparel manufacturers remains promising, particularly in the following areas:

Export opportunities

Global brands are increasingly looking to diversify their sourcing bases and reduce excessive dependence on individual countries. This creates opportunities for Indian manufacturers to increase their participation in global supply chains.

Children's and babywear

This is a particularly attractive segment because consumers increasingly prioritise **quality, comfort, safety, durability and brand reputation**.

Sustainable apparel

Demand for organic cotton, recycled fibres, environmentally responsible production and traceable supply chains is increasing.

Value-added garments

There is considerable opportunity to move from basic garment manufacturing towards **higher-value fashion, functional, technical and specialised apparel**.

Private labels and contract manufacturing

Indian manufacturers can benefit from increasing demand from international brands and retailers seeking reliable manufacturing partners.

7. Key Challenges

Despite the positive outlook, the Indian apparel industry faces several challenges:

- Volatility in **cotton and other raw-material prices**
- Increasing labour and manufacturing costs
- Competition from **Bangladesh, Vietnam, China and other Asian countries**
- International freight and logistics costs
- Exchange-rate fluctuations
- Geopolitical uncertainties
- Changes in international tariffs and trade policies
- Increasing environmental and sustainability requirements

- Need for technological modernisation and automation
- Shorter fashion cycles and changing consumer preferences

Global apparel companies are also increasingly facing tariff and sourcing uncertainties, making **supply-chain resilience and geographic diversification** increasingly important.

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; promoteoperational efficiency; to encourage adherence to the prescribed managerial policies, to assist in achieving the orderly andefficient conduct of business; prevention and detection of fraud and errors and timely preparation of financial statements.

Our Internal Control System is fully equippedwith 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 thatnecessary 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.

MARKET OPPORTUNITIES – TEXTILE & APPAREL INDUSTRY

Market opportunities are crucial for the consumer goods industry as they represent potential avenues for growth, innovation, market expansion and competitive advantage. Identifying and effectively leveraging these opportunities is essential for expanding market presence, improving profitability, strengthening customer relationships and maintaining competitiveness in a rapidly evolving business environment.

The Indian textile and apparel industry continues to be one of the key pillars of the Indian economy, supported by a large domestic market, an extensive manufacturing ecosystem, skilled manpower and a strong export base. As of 2026, the Indian textile and apparel market is projected to grow at around 10% CAGR and reach approximately **US$350 billion by 2030**, while the Government has set an ambitious target of **US$100 billion in textile and apparel exports by 2030**. The sector employs more than 45 million people and remains an important source of employment and export earnings for the country.

The major market opportunities for the Indian textile and apparel industry include:

- **Favourable Government Policies and Initiatives:** The Government continues to support the sector through initiatives such as the **PM MITRA Parks Scheme, Production Linked Incentive (PLI) Scheme for Textiles, National Technical Textiles Mission (NTTM), SAMARTH – Scheme for Capacity Building in Textiles Sector, Textiles Export Promotion Mission and National Fibre Mission**. The Union Budget 2026–27 has continued to provide substantial support to the Ministry of Textiles and allocated funds towards the PLI Scheme for textiles.
- **China Plus One Strategy:** Global brands and retailers are increasingly diversifying their sourcing and manufacturing bases beyond China. India is well positioned to benefit from this trend due to its integrated textile value chain, availability of raw materials, skilled manpower and expanding manufacturing capabilities. Apparel exporters are expected to benefit from this diversification trend and improving global demand.
- **Expansion of Global Market Access:** India's expanding network of Free Trade Agreements and export promotion initiatives is creating opportunities for Indian textile and apparel manufacturers to access new international markets. Recent agreements and negotiations with major economies are expected to improve market access and create opportunities for labour-intensive sectors such as textiles and apparel.
- **Growth of Technical Textiles:** Technical textiles represent one of the fastest-growing opportunities within the Indian textile sector. Demand is increasing for specialised products used in healthcare, infrastructure, automotive, agriculture, protective applications and other industrial sectors. India's

technical textile market is expected to continue expanding significantly, supported by government initiatives, research and product innovation.

- **Growth of E-commerce and Organised Retail:** Increasing internet penetration, digital payments, social-commerce platforms and e-commerce adoption are expanding the reach of apparel manufacturers beyond traditional retail channels. This provides opportunities for companies to access consumers directly, develop new brands and expand into new geographical markets.
- **Sustainable and Value-Added Products:** Increasing consumer awareness regarding sustainability is creating opportunities for recycled fibres, environmentally responsible manufacturing, sustainable packaging, traceable supply chains and value-added textile products.
- **Skill Development and Technology Adoption:** Government-supported skill development programmes such as SAMARTH, together with increasing adoption of automation, artificial intelligence, digital manufacturing, ERP, electronic data interchange and advanced production technologies, provide opportunities to improve productivity, quality, traceability and supply-chain efficiency.
- **Growth of Domestic Consumption:** Rising disposable income, urbanisation, changing lifestyles, increasing preference for branded products and the rapid growth of e-commerce are expected to support sustained growth in India's domestic apparel market.

MARKET OPPORTUNITIES – ROOFING SHEETS

Market opportunities in the roofing-sheet industry arise from external developments in construction, infrastructure, housing, industrialisation, climate conditions, energy efficiency and changing customer requirements. Identifying these opportunities enables roofing-sheet manufacturers to diversify their product portfolio, expand into new markets, improve value addition and strengthen their competitive position.

India's construction and infrastructure sectors continue to provide a favourable demand environment for roofing products. Housing and construction account for approximately **43% of India's steel consumption**, while infrastructure accounts for around **25%**. India's total steel demand is expected to reach approximately **230 million tonnes by FY2031**, supported by urbanisation, construction activity and infrastructure development. These trends provide a strong underlying opportunity for roofing sheets used in residential, commercial, industrial and infrastructure applications.

The key market opportunities for roofing sheets include:

- **Growth in Housing and Construction:** Continued urbanisation, residential construction, renovation and replacement of existing roofs are expected to support demand for roofing sheets. Government-led housing and infrastructure programmes are also likely to create opportunities for roofing-material manufacturers.
- **Infrastructure and Industrial Development:** Increasing investments in roads, railways, airports, logistics facilities, warehouses, factories, commercial buildings and other infrastructure are expected to generate demand for durable and cost-effective roofing solutions.
- **Climate-Resilient Roofing Products:** Increasing instances of heavy rainfall, high temperatures, strong winds and other extreme weather conditions are creating demand for roofing materials offering improved durability, corrosion resistance, weather resistance and longer service life. Manufacturers can leverage this opportunity by developing and marketing roofing products specifically designed for different climatic conditions.
- **Energy-Efficient Roofing Solutions:** Growing awareness of energy efficiency is creating opportunities for insulated roofing sheets, reflective/cool-roof solutions and products designed to reduce heat transfer and improve indoor thermal comfort. The Bureau of Energy Efficiency notes the significant and growing energy requirements of India's building sector, strengthening the long-term opportunity for energy-efficient building solutions.
- **Roofing Solutions Supporting Solar Energy:** The rapid expansion of rooftop solar creates an additional opportunity for roofing-sheet manufacturers to develop products and systems compatible with rooftop solar installations. Under the **PM Surya Ghar: Muft Bijli Yojana**, rooftop solar adoption has expanded significantly, with approximately **9.57 GW of rooftop solar capacity added by March 2026**. The programme targets rooftop solar installations for one crore households, creating a substantial long-term opportunity for the roofing and solar ecosystem.

- **Expansion into Emerging and Underserved Markets:** There is considerable scope to expand distribution and market penetration in Tier-II and Tier-III cities, rural areas and regions where construction activity and demand for affordable roofing solutions are increasing.
- **Product Innovation and Value Addition:** Opportunities exist for developing lightweight, durable, corrosion-resistant, aesthetically attractive and application-specific roofing sheets. Colour-coated and specialised roofing solutions can cater to residential, commercial, industrial and agricultural applications.
- **Technology-Enabled Sales and Services:** Digital platforms, online product catalogues, CRM systems, digital quotation tools, customer support platforms and technology-enabled roof inspection and maintenance services can improve customer engagement, sales efficiency and after-sales service.
- **Sustainable Roofing Solutions:** Increasing emphasis on sustainable construction and energy-efficient buildings creates opportunities for recyclable, resource-efficient and energy-saving roofing materials. Manufacturers can strengthen their market position by incorporating sustainability into product design, manufacturing and supply-chain practices.
- **Government Infrastructure and Development Spending:** Continued investment in infrastructure, housing, urban development and logistics is expected to support demand for construction materials, including roofing products. The Government's continued focus on infrastructure capital expenditure and housing development provides a favourable external environment for the roofing-sheet industry.

THREATS

Threats in the roofing industry represent external challenges that may adversely affect a company's operations, profitability, market position and long-term growth. These factors may arise from economic conditions, climatic events, regulatory developments, raw material price volatility, supply-chain disruptions, competitive pressures and changing customer expectations. Identifying and monitoring these threats enables roofing companies to develop appropriate mitigation measures and strengthen operational resilience.

The key threats that roofing companies may face in 2026 include:

- **Economic Uncertainty and Reduced Construction Activity:** Economic slowdown, inflationary pressures, higher financing costs and reduced consumer or business spending may lead to postponement or cancellation of construction, infrastructure and renovation projects, thereby affecting demand and revenue.
- **Extreme Weather and Climate-Related Risks:** Heavy rainfall, cyclones, floods, heatwaves and other extreme weather events can damage roofing installations, disrupt manufacturing and transportation activities, and increase warranty, repair and replacement costs.
- **Regulatory and Compliance Requirements:** Changes in environmental, quality, safety, labour, taxation and building regulations may increase compliance costs and impose additional operational requirements, potentially affecting profitability and project execution.
- **Global Supply Chain Disruptions:** Geopolitical tensions, transportation constraints, logistics disruptions and shortages of critical raw materials may result in delays in procurement, production and delivery, as well as increased inventory and logistics costs.
- **Volatility in Raw Material Prices:** Fluctuations in the prices of steel, aluminium, zinc, coatings, chemicals, energy and other key inputs may increase manufacturing costs and place pressure on margins, particularly where price increases cannot be passed on to customers.
- **Intensifying Competition:** Increasing competition from established manufacturers, regional players, low-cost suppliers and alternative roofing solutions may exert pressure on selling prices, market share and profitability.
- **Technological Changes and Alternative Roofing Solutions:** Rapid developments in energy-efficient, sustainable, lightweight and technologically advanced roofing systems may require continuous investment in product development and manufacturing capabilities. Failure to adapt to changing technologies and customer preferences may reduce competitiveness.
- **Quality, Product Liability and Reputation Risks:** Product defects, installation-related issues, customer complaints or negative online reviews may adversely affect brand reputation and customer confidence, potentially resulting in higher warranty costs and loss of business.
- **Energy and Transportation Cost Increases:** Rising electricity, fuel and transportation costs may increase the overall cost of production and distribution, particularly for businesses operating energy-intensive manufacturing facilities or serving geographically dispersed markets.

- **Credit and Liquidity Risks in the Construction Sector:** Delays in payments from dealers, contractors, builders and institutional customers may increase receivables and working-capital requirements, particularly during periods of weak construction activity.
- **Changing Customer Preferences and Sustainability Expectations:** Growing demand for environmentally responsible, energy-efficient and recyclable building materials may require roofing companies to invest in sustainable products, processes and technologies to remain aligned with market expectations.
- **Availability of Skilled Labour:** Shortages of skilled workers in manufacturing, installation, maintenance and technical functions may affect production efficiency, product quality and timely execution of customer orders.

The Company continues to monitor these external factors closely and remains focused on prudent cost management, efficient supply-chain planning, product quality, customer service, regulatory compliance and operational flexibility to mitigate the potential impact of these threats.

SEGMENT- WISE PERFORMANCE

During the financial year 2025–26, the Roofing Sheet Division contributed revenue of Rs. 2.60 Crores, as compared to Rs. 5.64 Crores in the previous financial year. The Garment Division contributed Rs. 37.60 Crores, compared to Rs. 45.26 Crores in the previous year.

Both divisions continue to operate with the necessary infrastructure, facilities, resources and operational capabilities. The Company remains focused on strengthening these business segments, improving operational efficiency, enhancing market reach and creating sustainable growth opportunities in the coming years.

RISKS

Challenges and Constraints in the Indian Textile Industry – 2026

The Indian textile industry continues to face several structural and operational challenges that may affect its growth and competitiveness. Infrastructural constraints, inadequate logistics facilities, congestion, and relatively long transaction and transportation timelines remain significant impediments to the efficient movement of raw materials and finished products. Strengthening logistics infrastructure, improving connectivity, and adopting technology-driven supply-chain solutions are essential to enhance efficiency and reduce turnaround time.

Another area requiring greater attention is product design, development, research and innovation. Although the Indian textile industry has made considerable progress, investment in product development, design capabilities, advanced manufacturing technologies and Research & Development (R&D) remains comparatively limited. Many textile enterprises, particularly small and medium-sized units, have limited dedicated resources and facilities for innovation and product development. Greater collaboration among industry, research institutions and technology providers, together with increased investment in R&D, will be important for developing value-added, sustainable and globally competitive textile products.

The industry also continues to operate in a highly competitive global environment, with major textile-producing countries such as China, Bangladesh, Vietnam, Türkiye, Italy, Germany and Sri Lanka competing across various segments of the value chain. Maintaining competitiveness will require continuous improvement in product quality, cost efficiency, design, technology adoption, sustainability and delivery capabilities.

Further, increasing input costs and volatility in raw material prices continue to put pressure on the profitability of textile manufacturers. Higher costs of cotton, synthetic fibres, dyes, chemicals, energy, labour, transportation and other inputs can increase the overall cost of production and affect margins. These challenges are particularly significant in an environment of intense domestic and international competition, where the ability to pass on increased costs to customers may be limited.

Going forward, the Indian textile industry will need to focus on improving infrastructure and logistics, strengthening R&D and innovation capabilities, adopting modern technologies, enhancing operational efficiency, developing skilled manpower and building resilient supply chains. Addressing these challenges will be critical for sustaining growth, improving global competitiveness and enabling the industry to take advantage of emerging opportunities in the domestic and international markets.

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 topolicies 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 managementframework 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 arepredominantly held in fixed deposits. Fixed deposits are held with highly rated banks andhave a short tenure and are not subject tointerest rate volatility.

Credit Risk

Credit risk refers to risk that counter partywill 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'sexposure 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 thecounter 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 ofexchange rate fluctuations. Financial assets and liabilities denominated in foreign currency, are also subject to reinstatement risks.

Labour Shortage

The availability of skilled and adequately trained manpower continues to be an important challenge for India's labour-intensive textile and apparel industry. The sector requires a workforce with appropriate technical skills, operational expertise, productivity orientation and the ability to adapt to evolving manufacturing technologies. Labour availability can also vary across regions and manufacturing clusters, creating challenges in recruitment, retention and workforce continuity.

Recognising the importance of skilled manpower for the sustained growth and employment potential of the textile sector, the Government of India has continued to support skill development initiatives, including the SAMARTH – Scheme for Capacity Building in Textile Sector, which focuses on demand-driven training, reskilling, upskilling and multi-skilling across various segments of the textile value chain. The Government's 2026-oriented vision also places greater emphasis on creating a future-ready workforce equipped with advanced technological and manufacturing skills.

However, **Scoobee Day Garments (India) Limited (SDGIL)** has not experienced any significant adverse impact from labour shortages during the year under review. The Company's effective human resource practices, workforce planning and employee management systems have enabled it to maintain adequate manpower and support operational continuity. The Company has also developed the ability to source the required workforce efficiently through its established network and associated manpower agencies.

Wherever temporary shortages or specific manpower requirements arise, the Company addresses them promptly through its associated agencies and recruitment channels. These proactive measures, together with effective workforce management and a focus on productivity, have enabled SDGIL to minimise the impact of labour shortages and maintain smooth manufacturing operations

FINANCIAL PERFORMANCE ANDOPERATIONAL EFFICIENCY

The standalone financial statements of Scoobee Day Garments (India) Limited ("the Company"), comprise the balance sheet as at 31st March 2026, 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, 2026, and profit/loss, (changes in equity) and its cash flows for the year ended on that date.

Key Ratios*

Particulars	FY 2025-26	FY 2024-25
Current Ratio	0.49	0.36
Debt – Equity Ratio	0.25	11.77
Debt Service Coverage Ratio	(0.02)	0.76
Return on Equity Ratio	(11.13)%	47.93%
Inventory turnover ratio	1.76	2.41
Trade Receivables turnover ratio	5.50	10.92
Trade Payables Ratio	4.55	12.17
Net Capital Turnover Ratio	(1.27)	(1.23)
Net Profit Ratio	(17.59%)	4.20%
Return on Capital Employed	(4.52%)	4.04%
Return on Investment	(12.63%)	64.96%

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 TERMSTRATERGY

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 investmentdecisions according to their requirements. The Company will also make continuousefforts 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 689 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 theGovernment 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

Kizhakkambalam
14th August 2026

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 Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended for the financial year ended March 31, 2026.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Governance reflects the culture and values of a Company's board and management. For years, Scoobee Day Garments (India) Limited ("the Company" or "SDGIL") has promoted practices, standards, and resources to maximize the shareholder value legally, ethically and on a sustainable basis while ensuring fairness, transparency and accountability to benefit all stakeholders comprising customers, vendors, investors, regulators, employees and the society at large.

The Company believes that good governance in a Company enhances the confidence, trust, and enthusiasm of its stakeholders. In dealing with external stakeholders, the Company believes in maintaining complete transparency with timely exchange of information. The leadership in the Company sets the tone through their actions and this ensures that the organisation remains true to its culture and values in letter and spirit. The Company has a strong legacy of fair, transparent and ethical governance practices and continues to make progressive actions that promote excellence within our business and the marketplace.

Our Board recognizes the importance of maintaining high standards of corporate governance, which underpins our ability to deliver consistent financial performance and value to our stakeholders.

The Company not only adheres to the prescribed Corporate Governance practices as per the Listing Regulations but is also committed to sound Corporate Governance principles and practices. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons as framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 demonstrates our values and commitment to ethical business practices, integrity and regulatory compliances.

2. BOARD OF DIRECTORS

2.1. Composition and Category of Directors

The composition of the Board of Directors is in conformity with the Corporate Governance norms as on March 31, 2026. 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:

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 Directors 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	8	6	Yes
Mr. Dony Dominic	8	8	Yes
Mr. Jeff Jacob	8	7	Yes
Mr. Satheesh Kumar Gopa Kumar	8	8	Yes
Mr. Augustine Antony	8	8	Yes
Mrs. Elsamma Mathew Titus	8	8	Yes

The AGM was held on September 29, 2025 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, 2026:

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:

Eight Board Meetings were held during the Financial Year 2025-26 on the following dates:

08th May, 2025	**21st May, 2025**	**12th August, 2025**	**26th August, 2025**	**8th September 2025**	**16th October, 2025**	**12th November, 2025**	**12th February, 2026**

During the year, a meeting of the Independent Directors was held on August 12, 2025. 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, 2026.

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/200223014909Familarization_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.

3. 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 four times during the Financial Year 2025-26. The maximum gap between two Meetings was less than 120 days. The Committee met on May 21, 2025, August 12, 2025, November 12, 2025 and February 12, 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 29, 2025.

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

		No.of Meetings attended		
Sl.No	**Name of the Director**	**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 29, 2025.

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, 2026 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 August 12, 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 29, 2025. The table below provides the attendance of the NRC members:

		No. of Meetings attended		
Sl. No.	**Name of the Director**	**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.

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 2025-26.

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 2025-26.

Name of the Director	Salary	Commission	Perquisites/Allowance	Total
K L V Narayanan	14,57,000	-	-	12,37,409.00

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, 2026 the composition of the Stakeholders' Relationship Committee is as under:

Sl No.	Name of 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

Meeting and Attendance

The Committee of Directors (Stakeholders' Relationship Committee) met four times during the Financial Year 2025-26. The Committee met on May 27, 2025, June 23, 2025, December 26, 2025 and January 08, 2026. 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 29, 2025.
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 3 and resolved 2 during the year ended March 31, 2026. There was 1 complaint outstanding as on March 31, 2026. 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 2025-26 is given below:

Complaints pending at the beginning of the year	**0**
Complaints received during the year	3
Complaints redressed during the year	2
Complaints pending the at the end of the Year	1

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 hasbeen 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 Policyis 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 2025-26. 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, 2025. 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, 2025, 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

4. 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

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, 2026, 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.**

5. 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.

6. 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, 2026 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.

7. 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
2024-2025	29.09.2025	12.00 p.m	Video Conferencing, other Audio Visual Means
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

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

7 Special Resolutions passed in 2024-25 viz.

1. Appointment of Secretarial Auditor
2. Re- appointment of Mr. Satheeshkumar Gopa Kumar as Independent Director of the company
3. Approval of revision of remuneration payable to Shri. K L V Narayanan, Managing Director of the company.
4. Ratification and approval of Related Party Transactions with Group Companies for the Financial Years 2024-25
5. To approve Material Related Party Transaction limit with Kitex Limited
6. To approve Material Related Party Transaction limits with Kitex Garments Limited
7. To approve Material Related Party Transaction limits with Anna Aluminium Company Pvt Ltd.

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.

8. 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 31st 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 31st 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 31st 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.

9. 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. http://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

10. SHAREHOLDING PATTERN AS ON March 31, 2026.

Category	No. of Shareholders	No. of Shares	% of Share capital
A. Promoter's Holding			
1. Promoters			
- Indian Promoters	4	1,34,93,711	79.75%

- Foreign Promoters	-	NIL	NIL
Sub Total	**4**	**1,34,93,711**	**79.75%**
B. Non- Promoters Holding			
2. Institutional Investors			
- Other Financial Institutions	1	2,00,000	1.18
3. Non – Institutions			
I. Resident Individuals holding nominal share capital up to Rs. 2 lakhs	2788	13,82,126	8.17
II. Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	20	11,64,364	6.88
4. Non- Resident Indians	121	5,92,873	3.50
5. Bodies Corporate	16	74,231	0.44
6. HUF	30	12,722	0.08
7. LLP	1	1	0.00
Sub-total (B)	**2977**	**34,26,317**	**20.25**
Total (A+B)	**2981**	**16920028**	**100**

11. 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.

12. 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.

13. GENERAL SHAREHOLDER INFORMATION:

32nd Annual General Meeting Day & Date Mode	**Tuesday, the 29th September 2026** **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.**

Financial Calendar (Tentative) Results for the quarter & Financial Year ended; **June 30, 2025** **September 30, 2025** **December 31, 2025** **March 31, 2026**	Second week of August, 2025 First week of November, 2025 First week of February, 2026 Second week of May, 2026
Listing Details	BSE Limited (BSE), 25th Floor, P J Tower Dalal Street, Fort, Mumbai – 400 001
Stock Codes	Scrip Code: 531234 ISIN: INE962E01015 CIN: L27100KL1994PLC008083
Book Closure	Book Closure start from 22nd September, 2026 to 29th September, 2026.
Registrar & Share Transfer Agent	Cameo Corporate Services Limited., Subramanian Building, No.1, Club House Road, Chennai – 600 002, Tamil Nadu, India
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
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.
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.
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 depositary i.e. Central Depositaries Services (India) Limited.
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.
Investor complaint to be addressed to	Compliance Officer Scoobee Day Garments (India) Limited; or RTA - Cameo Corporate Services Limited
E-mail ID of Grievance Redressal Division	info@scoobedaygarments.com
Payment of Listing Fees	Annual listing fee for the year 2026-27 have been paid in full.
Payment of Depository Fees	Annual custody / Issuer fee have been paid.
Outstanding Warrants, GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity	NA
Plant Locations	Scoobee Day Garments (India) Limited. No. 6/1, Nedungur, Village, Karudayampalayam, Tamil Nadu 639 111
Address for correspondence	Scoobee Day Garments (India) Limited. Registered Office: 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Kerala - 683562

14. DISTRIBUTION OF SHARES HOLDING BY SIZE AS ON MARCH 31, 2026

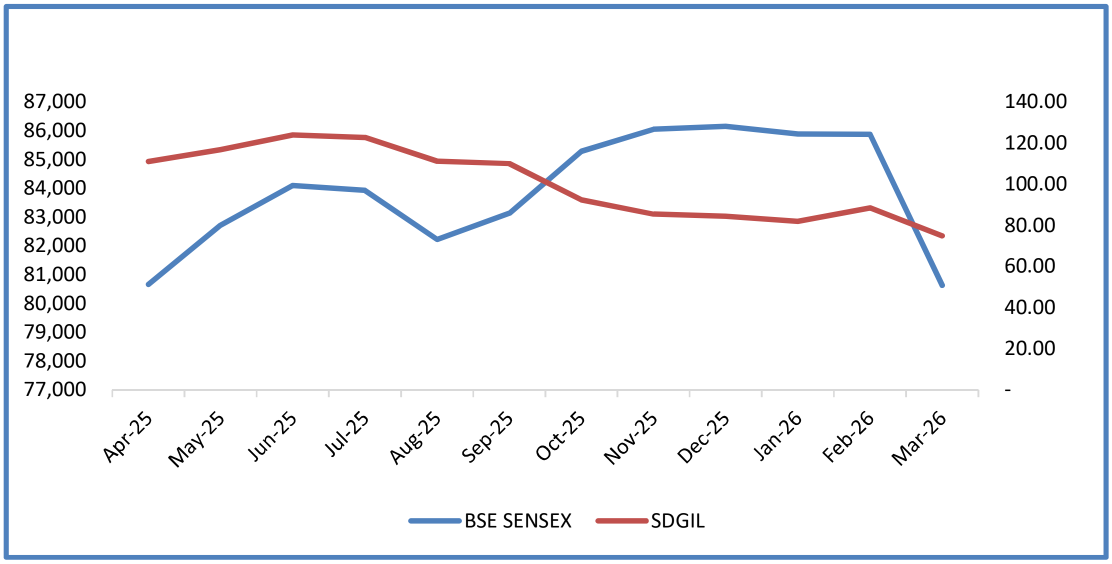
Sl no	Category	No of share holders	% of total shareholders	No of shares held	% of total shares
1	1 – 5000	2902	97.3499	1246996	7.3699
2	5001-10000	35	1.1741	264921	1.5657
3	10001-20000	17	0.5703	257489	1.5218
4	20001-30000	3	0.1006	75352	0.5852
5	30001-40000	3	0.1006	99018	0.5852
6	40001-50000	1	0.0335	42547	0.2515
7	50001-100000	12	0.4025	671419	3.9682
8	100000 and above	8	0.2684	14262286	84.2923
	Total	**2981**	**100**	**16920028**	**100**

15. MARKET PRICE DATA

Monthly high and low of the equity shares of the Company trading volume are as follows from April 2025 to March 2026:

SI No.	Month	High Price	Low Price	Volume
1	April 2025	111.08	88.00	59405
2	May 2025	116.75	87.58	163844
3	June 2025	123.95	100.00	63310
4	July 2025	122.70	99.10	57381
5	August 2025	111.15	89.20	33372
6	September 2025	109.99	81.16	167972
7	October 2025	92.33	85.55	42545
8	November 2025	85.50	80.86	29689
9	December 2025	84.50	80.00	17682
10	January 2026	81.94	71.61	39182
11	February 2026	88.58	68.80	78133
12	March 2026	75.00	62.33	19943

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



17. 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 CaeserPintoJohn & 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 2025-26, 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:

Name of the Company	Amount (in Thousands)
Scoobee Day Garments (India) Limited	450.00

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 2025-26.

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. CaeserPintoJohn& 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.

18. 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.

19.. 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 2025 - 26.

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

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

Kizhakkamabalm
14th August, 2026

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.scoobeedaygarments.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, 2026.

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

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

Kizhakkambalam
14th August, 2026

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 Scoobeeday 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, 2026 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/-	Sd/-
K L V Narayanan	Zaphia Fareed
Managing Director	*Chief Financial Officer*
DIN: *01273573*	

Kizhakkambalam
14th August, 2026

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, 2026 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 C**aesar**P**into**J**ohn**
& Associates LLP
Company Secretaries

Sd/-
Nikhil George Pinto
Partner
M. No. F 11074, CP. No. 16059
Peer Review Certificate No. 2148/2022
UDIN: F011074H001114099
Kochi, 14th August 2026

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, 2026.

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
Kochi
Peer Review Certificate No. 2148/2022
Kochi, 14th August 2026
UDIN: F011074H001114110

FINANCIAL STATEMENTS

Varma & Varma
Chartered Accountants

Daiwik Arcade,
Thiruvambady Road,
Punkunnam, Thrissur – 680002
Ph: 0487 2385347, 2385394
E-mail: thrissur@varmaandvarma.com

Date: 29.05.2026

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, 2026 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, 2026 and its loss and other 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

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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 matters 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**
1. 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.
2. Revaluation of property, plant and equipment (as described in note 3 of the standalone financial	

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statements)	
The Company has opted for the revaluation model for land and buildings under Property, Plant and Equipment. Accordingly, land is carried at its revalued amount, while buildings are carried at their revalued amounts less subsequent accumulated depreciation and accumulated impairment losses, if any. Independent valuations are undertaken at least once in every five years, or more frequently if there is an indicator that the fair value has changed significantly. The Company has recognised revaluation surplus of Rs. 6,435.98 lakhs (net of deferred tax of Rs. 2,164.59 lakhs) based on the valuation of land and buildings carried out, as at 31 March 2026. Revaluation of PPE is a key audit matter due to its financial magnitude and judgements involved in the assessment of the fair value of these assets. The judgment relates to the valuation methodologies used and the assumptions included in each of those methodologies.	Our procedures included and were not limited to the following: - Read and assessed the Company's accounting policies with respect to PPE for compliance with relevant accounting standards. - We evaluated the design and tested the operative effectiveness of internal controls related to revaluation process of PPE - We obtained from the Company management the report on valuation of PPE performed by an external expert appointed by the Company. - We assessed the competence, objectivity and independence of the external valuer appointed by the Company. - We assessed whether the change in valuation was accounted by the Company within the revaluation reserve and statement of comprehensive income as applicable. - We assessed the disclosures in the financial statement for compliance with the requirements of Ind AS

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 2025- 26 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.

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Chartered Accountants

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

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Chartered Accountants

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.

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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.

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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 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 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

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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. 32.23 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. 32.23 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

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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 32.27 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, 2026 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, 2025, has been preserved by the Company as per the statutory requirements for record retention, as stated in Note 32.27 to the standalone financial statements.

For Varma & Varma
(Firm No.004532S)

Signed
Name **CA P HARIKRISHNANUNNY, B.Com, FCA**
M.No.213541
UDIN: 26213541JDVGMX6165

Place: THRISSUR,
Date: 29.05.2026

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

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ANNEXURE "A" REFERRED TO IN PARAGRAPH 1 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 revalued its land and building under Property, Plant and Equipment during the year. The revaluation has been carried out based on the valuation by a Registered Valuer, as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017. The details of the revaluation are as follows:

Class of Property, Plant and Equipment	Carrying amount before revaluation (Rs. in lakhs)	Carrying amount after revaluation (Rs. in lakhs)	Revaluation gain (Rs. in lakhs)	Percentage change in carrying amount
Land	818.51	7,784.63	6,966.12	851.71%
Buildings	2,541.73	4,176.18	1,634.45	64.28%

The aggregate amount of revaluation gain arising on revaluation of the aforesaid Property, Plant and Equipment during the year amounted to Rs. 86.01 crore.

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The change in the net carrying value arising from revaluation during the year is more than 10% in aggregate of the net carrying value of the respective class in respect of land and buildings.

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, 2026 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. In lakhs)

Quarter	Name of bank	Amount as per Books (A)	Amount as reported in the quarterly Statement (B)	Amount of difference (A – B)
June 2025	Axis Bank and Federal Bank	1,867.88	1,864.66	3.23
Sep 2025	Axis Bank and Federal Bank	987.87	948.68	39.19
Dec 2025	Axis Bank and Federal Bank	993.19	967.40	25.78
Mar 2026	Axis Bank and Federal Bank	810.76	757.12	53.65

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.

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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 2026 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, 2026. 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

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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.

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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,

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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 incurred cash loss of Rs. 372.58 Lakhs in the current year. The company has not incurred cash loss 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.

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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.

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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, 2026 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.

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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.

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Chartered Accountants

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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, 2026, 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)

Signed
Name **CA P HARIKRISHNANUNNY, B.Com, FCA**
M.No.213541
UDIN: 26213541JDVGMX6165

Place: THRISSUR
Date:29.05.2026

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 2026

Rs. in 000's

Particulars	Notes	As at March 31st, 2026	As at March 31st, 2025
A. ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	**3A**	12,91,693.55	4,63,350.41
(b) Capital work-in-progress	**3**	-	-
(b) Other Intangible assets	**3B**	106.23	202.24
(c) Financial Assets			
(i) Loans	**4**	-	-
(i) Other Financial Assets	**4**	575.97	3,767.12
(d) Other non-current assets	**5**	2,760.75	3,212.02
Total Non-Current Assets		**12,95,136.50**	**4,70,531.79**
Current Assets			
(a) Inventories	**6**	63,187.10	1,04,684.04
(b) Financial Assets			
(i) Trade receivables	**7**	36,556.96	77,465.86
(ii) Cash and cash equivalents	**8**	4,147.60	7,709.30
(iii) Bank balance other than (ii) above	**9**	3,413.47	-
(c) Current Tax Assets	**10**	635.87	904.25
(d) Other current assets	**11**	18,647.27	14,500.54
Total Current Assets		**1,26,588.27**	**2,05,263.99**
TOTAL ASSETS		**14,21,724.77**	**6,75,795.78**
B. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	**12**	1,69,200.28	1,35,000.00
(b) Other equity	**13**	7,72,273.07	(85,689.56)
Total Equity		**9,41,473.35**	**49,310.44**
Liabilities			
Non - Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	**14**	4,560.33	40,170.23
(b) Provisions	**15**	4,770.21	4,164.42
(c) Deferred Tax Liabilities (net)	**16**	2,08,492.27	10,471.64
(d) Other Non - Current Liabilities	**17**	3,416.36	3,795.96
Total Non - Current Liabilities		**2,21,239.17**	**58,602.26**

	Notes	As at March 31st, 2026	As at March 31st, 2025
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	**18**	2,30,394.46	5,40,189.97
(ii) Trade payables	**19**		
- Dues to micro and small enterprises		2,174.86	1,006.55
- Dues to Others		23,459.65	22,607.79
(b) Other current liabilities	**20**	2,611.46	3,866.01
(c) Provisions	**21**	371.82	212.76
Total Current Liabilities		**2,59,012.25**	**5,67,883.08**
Total Liabilities		**4,80,251.42**	**6,26,485.34**
TOTAL EQUITY AND LIABILITIES		**14,21,724.77**	**6,75,795.78**
General Information about the company	1		
Basis of preparation, measurement and material	2		
Additional Information	32		

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/-
Alphonsa Jose
Company Secretary

Sd/-
Zaphia Fareed
Chief Financial Officer

Place : Kizhakkambalam
Date : 29.05.2026

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 2026

Rs. in 000's

Particulars	Notes	For the Year ended March 31st, 2026	For the Year ended March 31st, 2025
INCOME			
Revenue from operations	**22**	3,27,491.77	4,65,028.37
Other income	**23**	7,289.07	6,041.59
Total income		**3,34,780.84**	**4,71,069.96**
EXPENSES			
Cost of Materials Consumed	**24**	1,21,142.41	2,37,449.21
Changes in inventories of finished goods and work-in-progress	**25**	26,533.59	(34,400.53)
Employee benefits expense	**26**	1,46,688.66	1,31,438.24
Finance costs	**27**	18,505.01	26,439.11
Depreciation and amortisation expenses	**28**	35,700.75	31,233.18
Other expenses	**29**	59,987.70	73,423.24
Total expenses		**4,08,558.12**	**4,65,582.45**
Profit/ (Loss) before exceptional items and tax (III-IV)		**(73,777.28)**	**5,487.51**
Exceptional Items	**30**	**-**	**21,659.43**
Profit/ (Loss) before tax (V-VI)		**(73,777.28)**	**27,146.94**
Tax expense			
Current tax		-	-
Adjustment of tax relating to earlier periods		30.47	(15.30)
Deferred tax		(18,683.52)	8,063.72
Total Tax Expense		**(18,653.05)**	**8,048.42**
Profit/ (Loss) for the year		**(55,124.23)**	**19,098.52**
Other comprehensive income/(loss)			
A. (i) Items that will not be reclassified subsequently to profit or loss			
a) Remeasurements of the net defined benefit plans - Gratuity		973.22	(227.37)
(ii) Income tax relating to items that will not be reclassified subsequently to profit or loss			
a) Remeasurements of the net defined benefit plans - Gratuity		(244.94)	57.23

B. (i) Items that will be reclassified subsequently to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified subsequently to profit or loss		-	-
Total Other Comprehensive income / (loss)		728.28	(170.15)
Total comprehensive income for the year (Comprising profit/(loss) and Other Comprehensive income/(loss) for the year		**(54,395.95)**	**18,928.37**
Earnings per equity share (in Rs.)			
1. Basic (Face Value of ₹ 10 each)	**31**	(3.66)	1.41
2 .Diluted (Face Value of ₹ 10 each)	**31**	(3.66)	1.41
General Information about the company	**1**		
Basis of preparation, measurement and material accounting policy information	**2**		
Additional Information	**32**		

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/-
Alphonsa Jose
Company Secretary

Sd/-
Zaphia Fareed
Chief Financial Officer

Place : Kizhakkambalam
Date: 29.05.2026

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 2026

Rs in 000's

Sl No	Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
A.	**Cash flow from Operating Activities:**		
	Net profit/ (loss) before tax	(73,777.28)	27,146.94
	Adjustments for:		
	Depreciation and Amortisation Expenses	35,700.75	31,233.18
	Finance Cost	18,505.01	26,439.11
	Sundry Balances no more payable written back	(500.00)	(1,069.62)
	Provision for Gratuity	1,738.06	1,694.26
	Unrealised foreign exchange (gain)/ loss (net)	(541.53)	(319.82)
	Deferred Income	(379.60)	(379.60)
	Irrecoverable advances written off	757.34	766.21
	Provision for Expected Credit Loss	62.69	-
	Loss on sale of property, plant and equipment	-	66.55
	Profit on sale of property, plant and equipment	(318.40)	(21,659.43)
	Operating profit/(loss) before working capital changes	**(18,752.96)**	**63,917.78**
	Adjustments for:		
	(Increase)/ Decrease in Inventory	41,496.96	(40,881.83)
	(Increase)/ Decrease in Trade Receivables, Other Current	37,605.61	(74,425.67)
	Increase/ (Decrease) in Trade Payables, Other Financial	1,265.62	9,818.96
	Cash generated/(used) in operations	**61,615.23**	**(41,570.76)**
	Less: Income tax paid (net)	237.91	(378.41)
	Net cash from/(used) in operating activities (A)	**61,853.14**	**(41,949.17)**
B.	**Cash flow from Investing Activities:**		
	Purchase of Property, Plant and Equipment	(5,570.49)	(8,326.73)
	Sale of Property, Plant and Equipment	1,998.24	23,556.98
	Capital Subsidy Received	-	4,555.15
	Proceeds from acquisition/(investments) in fixed deposits with banks	(222.32)	(99.34)
	Net cash from/(used) in investing activities (B)	**(3,794.57)**	**19,686.06**
C.	**Cash flow from Financing Activities:**		
	Proceeds from /(Repayment of) Non-Current Borrowings (including current maturities)	(42,591.33)	(46,026.75)
	Proceeds from/(Repayment of) Current Borrowings (net)	302.61	1,01,857.23
	Finance Cost	(18,505.01)	(26,439.11)
	Proceeds from Rights Issue (net)	(742.73)	-
	Net cash from/(used) in financing activities (C)	**(61,536.46)**	**29,391.37**
	Net Increase/ (Decrease) in Cash and Cash equivalents (A+B+C)	**(3,477.89)**	**7,128.26**

	Cash and cash equivalents at the beginning of the year	**7,709.30**	**581.04**
	Effects of Exchange Rate Changes on the balance of Cash & Cash Equivalents held in Foreign Currencies	**(83.80)**	**-**
	Cash and cash equivalents at the end of the Year	**4,147.61**	**7,709.30**

As per our separate report of even date attached

****The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.***

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

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/-
Alphonsa Jose
Company Secretary

Sd/-
Zaphia Fareed
Chief Financial Officer

Place : Kizhakkambalam
Date : 29.05.2026

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 Changes In Equity For The Year Ended 31st March 2026

(A) EQUITY SHARE CAPITAL **(Rs. In 000)**

Particulars	Note No.	Amount
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**
Changes in equity share capital during the year		34,200.28
Balance as at 31st March, 2026	**12**	**1,69,200.28**

(B) OTHER EQUITY **(Rs. In 000)**

Particulars	Reserves & Surplus		Items of other comprehensive income (OCI)		Total
	Securities premium	Retained earnings	Revaluation reserve	Remeasurements of net defined	
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
Other comprehensive income for the year	-	-	-	(170.15)	(170.15)
Total comprehensive income for the year	**-**	**19,098.52**	**-**	**(170.15)**	**18,928.37**
Balance as at 31st March 2025	**-**	**(85,782.60)**	**-**	**93.04**	**(85,689.56)**
Profit for the year	-	(55,124.23)		-	**(55,124.23)**
Other comprehensive income for the year	-	-		728.28	**728.28**
Revaluation Surplus (Net of deferred tax)	-	-	6,43,598.03	-	**6,43,598.03**
Total comprehensive income for the year	**-**	**(55,124.23)**	**6,43,598.03**	**728.28**	**5,89,202.08**
Surplus on Rights Issue (Refer Note No. 12.3)	2,73,602.24		-		**2,73,602.24**
Share issue expenses during the year	(4,841.69)				**(4,841.69)**
Transfer from Revaluation Surplus to Retained Earnings (Depreciation adjustment)	-	12,189.22	(12,189.22)		**-**
Balance as at 31st March 2026	**2,68,760.55**	**(1,28,717.61)**	**6,31,408.81**	**821.32**	**7,72,273.07**

As per our separate report of even date attached

The accompanying notes are an integral part of the financial statements.
Basis of preparation, measurement and material accounting policy information - 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)

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

Sd/-
Dony Dominic
Director (DIN: 03588411)

Sd/-
Alphonsa Jose
Company Secretary

Sd/-
Zaphia Fareed
Chief Financial Officer

Place : Kizhakkambalam
Date : 29.05.2026

For Varma & Varma
(Firm No.004532S)

Sd/-
CA. P. Harikrishnanunny B.Com, FCA
M.No.213541
Partner
Chartered Accountants

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

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 POLICY INFORMATION

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 asset 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.

K.L.V.NARAYANAN	**DONY DOMINIC**
MANAGING DIRECTOR	**DIRECTOR**
DIN:01273573	**DIN: 03588411**

As per our separate report of even date attached

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 after the reporting period.

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 32.4
• Measurement and likelihood of occurrence of provisions - Note 15 and 21
• Recognition of deferred tax liabilities - Note 16

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As per our separate report of even date attached

(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).

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

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.

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As per our separate report of even date attached

2.4 Property, plant and equipment

Property, plant and equipment are recognised at cost on initial recognition. Cost includes purchase price, non-refundable taxes and duties, borrowing costs, where applicable, and any expenditure directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner 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 and major inspections relating to property, plant and equipment is capitalised 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.

Subsequent Measurement

Subsequent to initial recognition, freehold land and buildings are carried at their revalued amounts, being the fair value at the date of revaluation less, in the case of buildings, subsequent accumulated depreciation and accumulated impairment losses, if any. Revaluations are conducted every five years by the company to ensure that the carrying amount does not differ materially from the fair value at the reporting date.

Any increase arising on revaluation is recognised in Other Comprehensive Income and accumulated in equity under "Revaluation Surplus", except to the extent that it reverses a previous revaluation, decrease is recognised in the Statement of Profit and Loss. A decrease arising on revaluation is recognised in the Statement of Profit and Loss except to the extent that it offsets any existing credit balance in the Revaluation Surplus relating to that asset, in which case it is recognised in Other Comprehensive Income.

All other classes of property, plant and equipment are subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation on tangible assets is provided using the Straight Line Method. The useful lives adopted are those prescribed under Schedule II to the Companies Act, 2013, except for leasehold land which is amortised over the lease period. Capital spares are depreciated over the useful life of the respective replaced part.

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MANAGING DIRECTOR	**DIRECTOR**
DIN:01273573	**DIN: 03588411**

As per our separate report of even date attached

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

Freehold land is not depreciated. Buildings measured under the revaluation model are depreciated over their remaining useful lives based on their revalued carrying amounts. The depreciation methods, useful lives and residual values are reviewed at least at each financial year-end and revised prospectively, if appropriate.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date are classified as Capital Advances under Other Non-current Assets, and the cost of assets not ready for their intended use is disclosed under Capital Work-in-Progress. Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost can be measured reliably.

Repairs and maintenance costs are recognised in the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation of an asset are derecognised upon sale or retirement, and the resulting gain or loss is recognised in the Statement of Profit and Loss. Assets held for disposal are measured at the lower of their carrying amount and fair value less costs 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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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.

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:

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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.

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.

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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.

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 de-recognised.

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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 acquire 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.

K.L.V.NARAYANAN	**DONY DOMINIC**
MANAGING DIRECTOR	**DIRECTOR**
DIN:01273573	**DIN: 03588411**

As per our separate report of even date attached

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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A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

2.13 Employee benefits

Defined contribution plans

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

In respect of certain employees, provident fund contributions are made to a trust administered by the Company. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The liability in respect of the shortfall of interest earnings of the Fund is determined on the basis of an actuarial valuation. The Company also provides for retirement/post-retirement benefits in the form of gratuity, pensions (in respect of certain employees), compensated absences (in respect of certain employees) and medical benefits including to the employees of Indian subsidiaries and a subsidiary of parent Company.

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A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

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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DIN:01273573	**DIN: 03588411**

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.

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.

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MANAGING DIRECTOR	**DIRECTOR**
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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 labilities 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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MANAGING DIRECTOR	**DIRECTOR**
DIN:01273573	**DIN: 03588411**

As per our separate report of even date attached

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.

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DIN:01273573	**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 2026	As at 31st March 2025
Freehold Land	7,78,462.50	81,850.68
Buildings	4,01,230.08	2,61,080.06
Plant And Equipment	1,01,370.81	1,07,736.25
Furniture and Fixtures	7,765.72	8,860.34
Vehicle	233.34	267.58
Office equipment	1,773.50	2,554.52
Electrical Installations and equipment	857.59	1,000.98
Total	**12,91,693.55**	**4,63,350.41**

(In Rs.000')

Gross carrying value	Freehold Land	Buildings	Plant And Equipment	Furniture and Fixtures	Vehicle	Office equipment	Electrical Installations and equipment	Total
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**
Revaluation#	6,96,611.82	1,63,445.42	-	-	-	-	-	8,60,057.24
Additions	-	-	4,867.81	250.16	-	452.52	-	5,570.49
Disposals/ Other adjustments	-	(1,09,731.01)	(1,838.48)	-	-	-	-	(1,11,569.49)
Balance as at March 31, 2026	**7,78,462.50**	**4,17,618.51**	**1,67,902.33**	**27,153.71**	**2,741.16**	**9,433.65**	**1,509.25**	**14,04,821.11**

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MANAGING DIRECTOR **DIRECTOR**
K.L.V.NARAYANAN (DIN:01273573) **DONY DOMINIC (DIN:03588411)**

As per our separate report of even date attached

(In Rs.000')

Accumulated depreciation	Freehold Land	Buildings	Plant And Equipment	Furniture and Fixtures	Vehicle	Office equipment	Electrical Installations and equipment	Total
Balance as at March 31, 2024	**-**	**85,325.51**	**46,698.82**	**16,752.17**	**2,439.34**	**5,200.61**	**365.36**	**1,56,781.81**
Additions	-	17,498.53	10,777.39	1,291.04	34.24	1,292.79	142.91	31,036.90
Disposals/ Other adjustments	-	-	(339.46)	-	-	(66.79)	-	(406.25)
Balance as at March 31, 2025	**-**	**1,02,824.04**	**57,136.75**	**18,043.21**	**2,473.58**	**6,426.61**	**508.27**	**1,87,412.46**
Revaluation#	-	(1,09,731.01)	-	-	-	-	-	(1,09,731.01)
Additions	-	23,295.40	9,553.41	1,344.78	34.24	1,233.54	143.38	35,604.75
Disposals/ Other adjustments	-	-	(158.64)	-	-	-	-	(158.64)
Balance as at March 31, 2026	**-**	**16,388.43**	**66,531.52**	**19,387.99**	**2,507.82**	**7,660.15**	**651.65**	**1,13,127.56**

(In Rs.000')

Net Block	Freehold Land	Buildings	Plant And Equipment	Furniture and Fixtures	Vehicle	Office equipment	Electrical Installations and equipment	Total
Carrying amount as on March 31, 2025	81,850.68	2,61,080.06	1,07,736.25	8,860.34	267.58	2,554.52	1,000.98	**4,63,350.41**
Carrying amount as on March 31, 2026	7,78,462.50	4,01,230.08	1,01,370.81	7,765.72	233.34	1,773.50	857.59	**12,91,693.55**

MANAGING DIRECTOR **DIRECTOR**
K.L.V.NARAYANAN (DIN:01273573) **DONY DOMINIC (DIN:03588411)**

As per our separate report of even date attached

NOTE 3A: PROPERTY, PLANT AND EQUIPMENT (In Rs.)

Particulars	As at 31st March 2026	As at 31st March 2025
Land	77,84,62,500.00	8,18,50,677.55
Buildings	40,12,30,074.53	26,10,80,056.46
Plant And Equipment	10,13,70,800.58	10,77,36,245.16
Furniture and Fixtures	77,65,728.19	88,60,348.35
Vehicle	2,33,349.53	2,67,586.17
Office equipment	17,73,500.78	25,54,518.72
Electrical Installations and equipment	8,57,600.16	10,00,979.19
Total	**1,29,16,93,553.77**	**46,33,50,411.60**

Gross carrying value	Land	Buildings	Plant And Equipment	Furniture and Fixtures	Vehicle	Office equipment	Electrical Installations and equipment	Total
Balance as at March 31, 2024	**8,22,71,241.00**	**36,39,04,096.40**	**15,92,92,321.73**	**2,63,55,313.83**	**27,41,162.71**	**87,45,380.08**	**14,96,964.79**	**64,48,06,480.54**
Additions	-	-	73,74,108.00	5,48,234.18	-	3,92,096.46	12,288.14	83,26,726.78
Disposals/ Other adjustments	(4,20,563.45)	-	(17,93,429.28)		-	(1,56,350.00)	-	(23,70,342.73)
Balance as at March 31, 2025	**8,18,50,677.55**	**36,39,04,096.40**	**16,48,73,000.45**	**2,69,03,548.01**	**27,41,162.71**	**89,81,126.54**	**15,09,252.93**	**65,07,62,864.59**
Revaluation	69,66,11,822.45	16,34,45,416.81	-	-	-	-	-	86,00,57,239.26
Additions	-	-	48,67,806.09	2,50,160.00	-	4,52,519.00	-	55,70,485.09
Disposals/ Other adjustments	-	(10,97,31,014.12)	(18,38,478.80)	-	-	-	-	(11,15,69,492.92)
Balance as at March 31, 2026	**77,84,62,500.00**	**41,76,18,499.09**	**16,79,02,327.74**	**2,71,53,708.01**	**27,41,162.71**	**94,33,645.54**	**15,09,252.93**	**1,40,48,21,096.02**

Accumulated depreciation	Land	Buildings	Plant And Equipment	Furniture and Fixtures	Vehicle	Office equipment	Electrical Installations and equipment	Total
Balance as at March 31, 2024	**-**	**8,53,25,511.32**	**4,66,98,832.46**	**1,67,52,164.54**	**24,39,339.90**	**52,00,605.47**	**3,65,364.86**	**15,67,81,818.55**
Additions	-	1,74,98,528.62	1,07,77,386.15	12,91,035.12	34,236.64	12,92,794.50	1,42,908.88	3,10,36,889.91
Disposals/ Other adjustments	-	-	(3,39,463.32)	-	-	(66,792.15)		(4,06,255.47)
Balance as at March 31, 2025	**-**	**10,28,24,039.94**	**5,71,36,755.29**	**1,80,43,199.66**	**24,73,576.54**	**64,26,607.82**	**5,08,273.74**	**18,74,12,452.99**
Revaluation	-	(10,97,31,014.12)	-	-	-	-	-	(10,97,31,014.12)
Additions	-	2,32,95,398.74	95,53,410.82	13,44,780.16	34,236.64	12,33,536.94	1,43,379.03	3,56,04,742.33
Disposals/ Other adjustments	-		(1,58,638.95)					(1,58,638.95)
Balance as at March 31, 2026	**-**	**1,63,88,424.56**	**6,65,31,527.16**	**1,93,87,979.82**	**25,07,813.18**	**76,60,144.76**	**6,51,652.77**	**11,31,27,542.25**

Particulars	Land	Buildings	Plant And Equipment	Furniture and Fixtures	Vehicle	Office equipment	Electrical Installations and equipment	Total
Carrying amount as on March 31, 2025	8,18,50,677.55	26,10,80,056.46	10,77,36,245.16	88,60,348.35	2,67,586.17	25,54,518.72	10,00,979.19	**46,33,50,411.60**
Carrying amount as on March 31, 2026	77,84,62,500.00	40,12,30,074.53	10,13,70,800.58	77,65,728.19	2,33,349.53	17,73,500.78	8,57,600.16	**1,29,16,93,553.77**

SCOOBEE DAY GARMENTS (INDIA) LIMITED.

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

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NOTE 3B: INTANGIBLE ASSETS **(In Rs.000')**

Particulars	As at 31st March 2026	As at 31st March 2025
Computer Software	106.23	202.24
Total	**106.23**	**202.24**

Gross carrying value	Computer Software	Total
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**
Additions	-	-
Disposals/ Other adjustments	-	-
Balance as at March 31, 2026	**2,806.51**	**2,806.51**

Accumulated Amortisation	Computer Software	Total
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**
Additions	96.01	96.01
Disposals/ Other adjustments	-	-
Balance as at March 31, 2026	**2,700.28**	**2,700.28**

Net Block	Computer Software	Total
Carrying amount as on March 31, 2025	202.24	202.24
Carrying amount as on March 31, 2026	106.23	106.23

MANAGING DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR
DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

Revaluation of land, buildings and plant, machinery and equipment

During the year ended 31st March 2026, the Company adopted the revaluation model for its freehold land and buildings in accordance with Ind AS 16 – Property, Plant and Equipment. The revaluation was carried out with effect from 14th November 2025 based on valuation reports issued by two independent Registered Valuers possessing relevant experience in the valuation of industrial properties and registered under the Companies (Registered Valuers and Valuation) Rules, 2017 and the Insolvency and Bankruptcy Board of India (IBBI). The valuation report relating to the Company's Palakkad land and buildings is dated 6th November 2025, while the valuation report relating to the Company's Karur land and buildings is dated 14th November 2025.

Based on the valuation reports, the carrying amount of the Company's freehold land was increased by Rs. 69,66,11,822.45/- and buildings was increased by Rs . 16,34,45,416.81/- . Consequently, a revaluation surplus of Rs. 64,35,98,033.28/- (net of deferred tax) has been recognised in Other Comprehensive Income and accumulated under "Revaluation Surplus" within equity.

The fair value measurements have been classified as Level 3 of the fair value hierarchy in accordance with Ind AS 113 – Fair Value Measurement, as the valuation techniques use significant unobservable inputs.

Asset	Valuation technique	Significant unobservable inputs
Freehold Land	Market Approach	Market value was determined considering location, size, accessibility, surrounding infrastructure, prevailing market transactions for comparable properties, demand and supply conditions, nature of land and other relevant market factors.
Buildings	Depreciated Replacement Cost (DRC) Method	Replacement cost of comparable buildings, age of the buildings, remaining useful life, physical condition, construction specifications, depreciation for wear and tear, functional and economic obsolescence, utility of the structures and current construction costs.

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If land and buildings were measured using the cost model. The carrying amounts would be as follows:

(In Rs.000')

Net book value	31st March 2026	31st March 2025
Cost		
Freehold land	81,850.68	81,850.68
Buildings	3,63,904.10	3,63,904.10
Total	**4,45,754.78**	**4,45,754.78**
Accumulated depreciation		
Freehold land	-	-
Buildings	1,13,930.21	1,02,824.04
Total	**1,13,930.21**	**1,02,824.04**
Net carrying amount		
Freehold land	81,850.68	81,850.68
Buildings	2,49,973.89	2,61,080.06
Total	**3,31,824.57**	**3,42,930.74**

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NOTE 3B: INTANGIBLE ASSETS **(In Rs.)**

Particulars	As at 31st March 2026	As at 31st March 2025
Computer Software	1,06,231.25	2,02,239.70
Total	**1,06,231.25**	**2,02,239.70**

Gross carrying value	Computer Software	Total
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**
Additions	-	-
Disposals/ Other adjustments	-	-
Balance as at March 31, 2026	**28,06,507.26**	**28,06,507.26**

Accumulated depreciation	Computer Software	Total
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**
Additions	96,008.45	96,008.45
Disposals/ Other adjustments	-	-
Balance as at March 31, 2026	**27,00,276.01**	**27,00,276.01**

Particulars	Computer Software	Total
Carrying amount as on March 31, 2025	2,02,239.70	2,02,239.70
Carrying amount as on March 31, 2026	1,06,231.25	1,06,231.25

32. Additional Information

32.1 Financial Instruments

32.1.1 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).

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature.

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.

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Category wise classification of financial instruments is as follows: (Rs. in 000's)

Particulars	Refer Note	Carrying value / Fair Value	
		As at 31.03.2026	As at 31.03.2025
Financial Assets measured at amortised cost			
Non current:			
i. Bank deposits with remaining maturity of more than twelve months	4	575.97	3,767.12
Current:			
i. Trade receivables	7	36,556.96	77,465.86
ii. Cash and cash equivalents	8	4,147.60	7,709.30
iii. Other Bank Balances	9	3,413.47	-
		44,694.00	**88,942.28**
Financial Liabilities measured at amortised cost			
Non Current:			
i. Borrowings	14	4,560.33	40,170.23
Current:			
i. Borrowings	18	2,30,394.46	5,40,189.97
ii. Trade payables	19	25,634.51	23,614.34
		2,60,589.30	**6,03,974.54**

*The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, trade receivables and trade payables at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

32.1.2 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.

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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, 2026			
Non-derivative liabilities			
Borrowings	2,30,394.46	4,560.33	**2,34,954.79**
Trade payables	25,634.51		**25,634.51**
As at 31st March, 2025			
Non-derivative liabilities			
Borrowings	5,40,189.97	40,170.23	**5,80,360.20**
Trade payables	23,614.34	-	**23,614.34**

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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:

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(Rs. in 000's)

Currency	Liabilities as at	
	As at March 31, 2026	As at March 31, 2025
USD	7,245.12	3,457.32

(Rs. in 000's)

Currency	Assets as at	
	As at March 31, 2026	As at March 31, 2025
USD	28,552.35	40,782.76

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.

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.

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32.1.3 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, 2026, 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.

32.2. As at the year end of March 31st, 2026, the Company has not proposed or implemented any composite scheme of arrangement under Sections 230–232 of the Companies Act, 2013.

32.3 Contingent Liabilities, Commitments and Contingent Assets (to the extent not provided for in the accounts)

(Rs. in 000's)

	2025-26	2024-25
(I) Contingent Liabilities		
(a) Claims against the Company not acknowledged as debt	NIL	NIL
(b) Bank Guarantees in favour of Customs Department	2,953.60	2,953.60
(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

32.4 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

((Rs. in 000's))

Particulars	2025-26	2024-25
Employers contribution to Provident Fund	9,232.75	6,547.69
Employers contribution to Employee's State Insurance	2,607.41	2,172.02

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(II) Defined Benefit Plans

A. Balance Sheet

The assets, liabilities and surplus/(deficit) position of the defined benefit plans at the Balance Sheet

((Rs. in 000's))

Particulars	Gratuity (Un - funded)	
	As at 31st March, 2026	As at 31st March, 2025
Present value of obligation at the end of the year	5,142.03	4,377.18
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	5,142.03	4,377.18

((Rs. in 000's))

Non-current and current value of Net Liability	Gratuity (Un - funded)	
	As at 31st March, 2026	As at 31st March, 2025
Non-current	4,770.21	4,164.42
Current	371.82	212.76
Total value of Net Liability	**5,142.03**	**4,377.18**

B. Movement in Present Value of Obligation **((Rs. in 000's))**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Reconciliation of Present value of obligations :-		
Present value of obligation at the beginning of the year	4,377.18	2,455.55
Current Service cost	1,436.48	1,525.07
Interest cost	301.59	169.19
Actuarial (Gain)/Losses arising from changes in financial	(290.86)	174.92
Actuarial (Gain)/Losses arising from experience adjustments	(682.36)	52.45
Benefits paid	-	-
Present value of obligation at the end of the year	**5,142.03**	**4,377.18**

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The charge to the Statement of Profit and Loss comprises:	As at 31st March, 2026	As at 31st March, 2025
Employee Benefit Expenses:-		
Current Service cost	1,436.48	1,525.07
Interest cost	301.59	169.19
Net impact on profit (before tax)	**1,738.07**	**1,694.26**
Remeasurement of the net defined benefit plans:		
Actuarial (Gain)/Losses arising from changes in financial	(290.86)	174.92
Actuarial (Gain)/Losses arising from experience adjustments	(682.36)	52.45
Net impact on other comprehensive income (before tax)	**(973.22)**	**227.37**

C. Assumptions

Actuarial Assumptions	2025-26	2024-25
Attrition Rate	10%	10%
Discount Rate (per annum)	7.52%	6.89%
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 - 6.52%, From Age 40 - 4.35% From Age 45 - 2.17%, From Age 50 - 1.09%
Retirement age:	60

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D. Sensitivity Analysis

i) How the DBO would have been affected by 100 basis points changes in the actuarial

((Rs. in 000's))

Disclosures of Stress Testing as on valuation date			
(Liability) Recognised in Balance Sheet – 51,42,026			
Scenarios	**% increase in DBO**	**Liability**	**Increase or decrease in DBO**
1. DISCOUNT RATE +100 basis points	-8.93%	4,682.64	(459.39)
2. DISCOUNT RATE -100 basis points	10.65%	5,689.82	547.79
3. SALARY GROWTH +100 basis points	10.47%	5,680.20	538.17
4. SALARY GROWTH -100 basis points	-8.88%	4,685.19	(456.84)
5. ATTRITION RATE +100 basis points	-0.14%	5,134.84	(7.19)
6. ATTRITION RATE-100 basis points	-0.08%	5,146.03	4.00
7. MORTALITY RATE 10% UP	0.05%	5,144.33	2.30
EFFECT OF 50% INCRES IN CEILING	219.73%	16,440.54	11,298.51

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. in 000's))

Particulars	**As at 31st March, 2026**	**As at 31st March, 2025**
Projected Benefit Obligation	5,142.03	4,377.18
Accumulated Benefits Obligation	3,010.37	2,477.83

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((Rs. in 000's))

FIVE YEAR PAYOUTS	As at 31st March, 2026	
	Undiscounted values / Actual value	Discounted values / Present value
1. Year (I)	441.65	420.94
2. Year (II)	269.23	228.93
3. Year (III)	215.08	165.78
4. Year (IV)	209.21	145.47
5. Year (V)	255.79	163.17
6. Next 5 year pay-outs (6-10 years)	1,767.27	860.22
7. Pay-outs Above Ten Years	18,632.35	3,157.52
8. Vested benefit Obligation as on Para 137 (b) 31-03-2026		2,785.15

32.5 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 directors or their relatives has significant influence	Kitex Garments Limited
	Sara Spices Private Limited
	Anna Aluminium Vessels
	Anna Aluminium Private Limited
	Kitex Limited
5) Non-Executive Directors	Dony Dominic (Non-executive Director)
	Jeff Jacob (Non-executive Director)
	Satheesh Kumar Gopakumar (Independent
	Elsamma Mathew Titus (Independent
	Augustine Anthony (Independent Director)

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(B) Transactions with related parties during the year and Balance outstanding as at 31st March 2026.

(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	**2025-26**	**2024-25**
KLV Narayan (Managing Director)	1,237.41	1,457.00
Alphonsa Jose (Company Secretary)	1,077.71	955.00
Zaphia Fareed (CFO)	1,615.07	1,686.08
Total	**3,930.19**	**4,098.08**

Outstanding Balance with Key Management Personnel

(i) Post-employment benefits payable **((Rs. in 000's))**

Particulars	**2025-26**	**2024-25**
KLV Narayan (Managing Director)	78.20	27.46
Alphonsa Jose (Company Secretary)	62.13	29.66
Total	**140.33**	**57.12**

(ii) Employee Benefits Expense Payable **(Rs. in 000's)**

Particulars	**2025-26**	**2024-25**
KLV Narayan (Managing Director)	100.00	251.95
Alphonsa Jose (Company Secretary)	91.50	74.00
Zaphia Fareed (CFO)	124.96	124.95
Total	**316.46**	**450.90**

(B) (2) Transactions and outstanding balances with entity exercising significant influence

Transactions with entity exercising significant influence

(i) Inter Corporate Loan Received/ (Repaid) (Net) **(Rs. in 000's)**

Particulars	**2025-26**	**2024-25**
Anna Aluminium Company Private Limited	(2,11,742.31)	(74,447.40)
Total	**(2,11,742.31)**	**(74,447.40)**

(ii) Sales and Income **(Rs. in 000's)**

Particulars	**2025-26**	**2024-25**
Anna Aluminium Company Private Limited	2,549.34	2,472.93
Total	**2,549.34**	**2,472.93**

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(iii) Purchase of Goods **(Rs. in 000's)**

Particulars	2025-26	2024-25
Anna Aluminium Company Private Limited	6.02	27.33
Total	**6.02**	**27.33**

(iv) Finance costs **(Rs. in 000's)**

Particulars	2025-26	2024-25
Anna Aluminium Company Private Limited	3,523.53	7,264.55
Total	**3,523.53**	**7,264.55**

(v) Sale of Property, Plant and equipment **(Rs. in 000's)**

Particulars	2025-26	2024-25
Anna Aluminium Company Private Limited	70.00	-
Total	**70.00**	**-**

Outstanding balances with entity exercising significant influence

(i) Trade Receivables **(Rs. in 000's)**

Particulars	2025-26	2024-25
Anna Aluminium Company Private Limited	1,715.50	2,048.06
Total	**1,715.50**	**2,048.06**

(ii) Intercorporate Loan Balance **(Rs. in 000's)**

Particulars	2025-26	2024-25
Anna Aluminium Company Private Limited	-	2,11,742.31
Total	**-**	**2,11,742.31**

(B) (3) Transactions and outstanding balances with entities in which directors or their relatives have significant influence

Transactions with entities in which directors or their relatives have significant influence

(i) Inter Corporate Loan Received/ (Repaid) (Net) **(Rs. in 000's)**

Particulars	2025-26	2024-25
Kitex Limited	(78,036.08)	1,17,395.57
Total	**(78,036.08)**	**1,17,395.57**

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(ii) Sales and Income		**(Rs. in 000's)**
Particulars	**2025-26**	**2024-25**
Kitex Limited	83,164.03	98,570.03
Kitex Garments Limited	85,704.29	2,23,141.22
Anna Aluminium Vessels	-	35.00
Anna Aluminium Private Limited	558.32	-
Sara Spices Private Limited	131.70	-
Total	**1,69,558.34**	**3,21,746.25**

(iii) Sale of Property, Plant and equipment		**(Rs. in 000's)**
Particulars	**2025-26**	**2024-25**
Kitex Limited	2,029.54	1,463.73
Anna Aluminium Private Limited	8.70	-
Sara Spices Private Limited	30.00	13.25
Total	**2,068.24**	**1,476.98**

(iv) Purchase of Goods		**(Rs. in 000's)**
Particulars	**2025-26**	**2024-25**
Kitex Limited	37,993.16	20,271.12
Kitex Garments Limited	24,485.56	1,57,472.35
Anna Aluminium Private Limited	51.36	-
Sara Spices Private Limited	838.76	876.77
Total	**63,368.84**	**1,78,620.24**

(v) Purchase of Property, Plant and equipment		**(Rs. in 000's)**
Particulars	**2025-26**	**2024-25**
Kitex Limited	4,626.77	7,561.11
Total	**4,626.77**	**7,561.11**

(vi) Finance costs		**(Rs. in 000's)**
Particulars	**2025-26**	**2024-25**
Kitex Limited	6,094.86	4,583.43
Total	**6,094.86**	**4,583.43**

(vii) Expenditure on Services		**(Rs. in 000's)**
Particulars	**2025-26**	**2024-25**
Kitex Limited	6,068.12	11,581.94
Kitex Garments Limited	637.51	-
Total	**6,705.63**	**11,581.94**

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Outstanding balances with entities in which directors or their relatives have significant influence

(i) Trade Receivables **(Rs. in 000's)**

Particulars	2025-26	2024-25
Kitex Limited	1,628.93	7,084.33
Sara Spices Private Limited	-	0.03
Anna Aluminium Vessels	39.20	39.20
Anna Aluminium Private Limited	610.51	-
Kitex Garments Limited	409.55	24,506.63
Total	**2,688.19**	**31,630.19**

(ii) Trade Payables **(Rs. in 000's)**

Particulars	2025-26	2024-25
Sara Spices Private Limited	715.08	
Total	**715.08**	**-**

(iii) Intercorporate Loan balances **(Rs. in 000's)**

Particulars	2025-26	2024-25
Kitex Limited	1,32,524.79	2,10,560.87
Total	**1,32,524.79**	**2,10,560.87**

(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 payables due from or to any of the above related parties

32.6 Particulars in respect of stock and turnover

(Rs. in 000's)

Class of goods manufactured	2025-26	2024-25
Finished Goods- Garments		
Opening Value	2,909.05	1,777.08
Closing Value	3,305.60	2,909.05
Sales Value	2,90,455.78	4,36,442.12

MANAGING DIRECTOR
K.L.V.NARAYANAN (DIN:01273573)

DIRECTOR
DONY DOMINIC (DIN:03588411)

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Finished Goods- Aluminium/Roofing		
Opening Value	1,503.38	1,120.86
Closing Value	1,720.18	1,503.38
Sales Value	22,911.13	17,814.41
Work In Progress- Garments		
Opening Value	63,845.01	30,958.97
Closing Value	36,698.08	63,845.01
Sales Value	-	-

32.7 Raw Materials Consumed **(Rs. in 000's)**

Particulars	**2025-26**	**2024-25**
Garments	1,01,634.28	2,25,044.79
Aluminium/ GI Coils	19,508.13	12,404.42
Total	**1,21,142.41**	**2,37,449.21**

32.8 Consumption of raw materials and stores and spares

(Rs. in 000's)

Particulars	**2025-26**	**2024-25**
Raw Materials		
Imported	-	1,665.32
Indigenous	1,21,142.41	2,35,783.89
Total	**1,21,142.41**	**2,37,449.21**
Stores and Spares		
Imported	1,210.93	-
Indigenous	5,249.79	3,279.16
Total	**6,460.72**	**3,279.16**

(Rs. in 000's)

32.9 CIF value of imports	**2025-26**	**2024-25**
- Raw materials	-	1,665.32
- Stores and Spares	1,210.93	-
- Capital goods	-	-

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(Rs. in 000's)

	2025-26	2024-25
32.10 Expenditure in Foreign Currency (Denominated in Rs.)		
- EURO	1,210.93	-
- GBP	24.34	-
- USD	-	1,665.32
32.11 Earnings in Foreign Exchange (USD denominated in Rs.)	1,09,003.82	1,16,640.16

32.12 Remittance in foreign currencies on account of dividend (including remittance to NRE accounts)

Particulars	**2025-26**	**2024-25**
i) No. of Non-Resident shareholders	121	127
ii) No. of shares held by them	5,92,873	7,52,654
iii) Dividend remitted in Foreign Currency	NIL	NIL

32.13 Figures of the previous year have been regrouped and recast wherever necessary to suit the current year layout.

32.14 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.32.5.

Particulars	**Kitex Limited**	**AACPL**
Balance as on 01st April 2025	**2,10,560.87**	**2,11,742.31**
Inter Corporate Loan Received/ (Repaid) (Net)	(78,036.08)	(2,11,742.31)
Balance as on 31st March 2026	**1,32,524.79**	**-**
Interest Rate	3% per annum	3% per annum
Tenure	Repayable on demand	Repayable on demand
Security	Unsecured	Unsecured

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32.15 Segment revenue, Results and Capital Employed

Rs. in 000's

	Particulars	Garments	Aluminium	Total
a)	**Segment Revenue**			
	(Inclusive of Job work Charges)			
	Current Year	3,04,580.64	22,911.13	3,27,491.77
	Previous Year	4,47,213.96	17,814.41	4,65,028.37
	Less: Inter-segment Revenue			
	Current Year	-	-	-
	Previous Year	-	-	-
	Total Revenue			
	Current Year	3,04,580.64	22,911.13	3,27,491.77
	Previous Year	4,47,213.96	17,814.41	4,65,028.37
b)	**Segment Results**			
	Current Year	(47,814.42)	159.28	(47,655.14)
	Previous Year	40,765.23	2,165.68	42,930.91
	Add: Unallocated Income			
	Current Year	-	-	-
	Previous Year	-	-	-
	Add: Exceptional Items			
	Current Year	-	-	-
	Previous Year	21,659.43	-	21,659.43
	Less: Interest & Finance Charges			
	Current Year	-	-	18,505.01
	Previous Year	-	-	26,439.11
	Less: Unallocated Expenditure			
	Current Year	-	-	7,617.13
	Previous Year	-	-	11,004.29
	Total Profit Before Tax			
	Current Year	-	-	(73,777.28)
	Previous Year	-	-	27,146.94

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	Particulars	Garments	Aluminium	Total
c)	**Segment Assets**			
	Current Year	10,21,513.29	12,273.54	10,33,786.83
	Previous Year	6,25,218.07	14,097.44	6,39,315.51
	Unallocated Assets			
	Current Year	-	-	3,87,937.92
	Previous Year	-	-	36,480.27
	Total Assets			
	Current Year	-	-	14,21,724.75
	Previous Year	-	-	6,75,795.78
d)	**Segment Liabilities**			
	Current Year	2,66,371.60	(114.49)	2,66,257.11
	Previous Year	6,11,900.29	(263.77)	6,11,636.52
	Unallocated Liabilities			
	Current Year	-	-	2,13,994.30
	Previous Year	-	-	14,848.82
	Total Liabilities			
	Current Year	-	-	4,80,251.41
	Previous Year	-	-	6,26,485.34

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

Particulars	Current Year	Previous Year
Plant, property and equipment	3,79,058.77	23,497.36
Other intangible assets	106.24	202.24
Other Advances	-	400.00
Other financial assets	575.97	3,767.12
Current tax assets(net)	635.87	904.25
Cash and cash equivalents	4,147.60	7,709.30
Other bank balances	3,413.47	-
Total	**3,87,937.92**	**36,480.27**

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b) Unallocated Liabilities includes;

Rs. in 000's

Particulars	Current Year	Previous Year
Deferred Tax Liability	2,08,492.27	10,471.64
Provision for Gratuity	5,142.03	4,377.18
Trade Payables	360.00	-
Total	**2,13,994.30**	**14,848.82**

MANAGING DIRECTOR **DIRECTOR**

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32.16 RATIOS

SI no	Particulars	Formula	Numerator	Denominator	31-03-2026	31-03-2025	Change	% of Change
1	Current Ratio* (in times)	(Current Assets / Current Liabilities)	1,26,588.27	2,59,012.25	0.49	0.36	0.13	36.11%
2	Debt - Equity Ratio* (in times)	(Total Debt/ Shareholder's Equity)	2,34,954.79	9,41,473.35	0.25	11.77	(11.52)	(97.88%)
3	Debt Service Coverage Ratio (in times)	(Earnings before Interest Tax, Depreciation & Amortization/ Interest and Principal repayments)	(1,236.87)	61,096.34	(0.02)	0.76	(0.78)	(102.63%)
4	Return on Equity Ratio* (in %)	(Net Profit After Tax/ Average Shareholder's Equity)	(55,124.23)	4,95,391.89	(11.13%)	47.93%	(0.59)	(123.22%)
5	Inventory turnover ratio (in times)	(Cost of Goods Sold/ Average Inventory)	1,47,676.00	83,935.57	1.76	2.41	(0.65)	(26.98%)
6	Trade Receivables turnover ratio* (in times)	(Net Sales/Average Trade Receivable)	3,13,366.91	57,011.41	5.50	10.92	(5.42)	(50.00%)
7	Trade Payables Ratio (in times)	(Net Purchases/ Average Trade Payables)	1,12,081.78	24,624.42	4.55	12.17	(7.62)	(62.62%)
8	Net Capital Turnover Ratio (in times)	(Net Sales/ Average Working Capital)	3,13,366.91	(2,47,521.53)	(1.27)	(1.23)	(0.04)	3.25%

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9	Net Profit Ratio (in %)	(Net Profit after tax / Net Sales)	(55,124.23)	3,13,366.91	(17.59%)	4.20%	(0.22)	(518.38%)
10	Return on Capital Employed (in %)	(Earnings Before Interest &Taxes / Capital Employed)	(62,561.33)	13,84,920.41	(4.52%)	4.04%	(0.09)	(211.88%)
11	Return on Investment (in %)	(Earnings Before Interest and Taxes/Average Shareholders Equity)	(62,561.33)	4,95,391.89	(12.63%)	64.96%	(0.78)	(119.44%)

***Reason for variance**

Current Ratio	The current ratio improved mainly due to a significant reduction in current liabilities, particularly short-term borrowings, which declined from Rs.5,40,190 thousand to Rs. 2,30,394 thousand. Although current assets also reduced, the sharper fall in current liabilities resulted in an improvement in the ratio.
Debt-Equity Ratio	The ratio decreased significantly due to substantial strengthening of the Company's equity base through rights issue and increase in other equity, coupled with repayment of borrowings. Equity increased from Rs. 49,310 thousand to Rs. 9,41,473 thousand while total debt declined considerably.
Debt Service Coverage Ratio	The ratio declined primarily due to operating losses during the year, resulting in negative EBITDA, despite a reduction in finance costs and debt repayments. Consequently, the Company was unable to generate sufficient operating earnings to cover debt servicing obligations.
Return on Equity (ROE)	ROE declined mainly because the Company incurred a net loss of Rs. 55,124 thousand during the year compared to a profit in the previous year. Additionally, the average shareholders' equity increased significantly following the rights issue, further reducing the return on equity.
Inventory Turnover Ratio	The decline was mainly attributable to lower cost of goods sold due to reduced production/sales during the year. Although inventory levels also reduced, the reduction in consumption and sales was proportionately higher, resulting in lower inventory turnover.

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Trade Receivables Turnover Ratio	The ratio decreased mainly due to lower revenue from operations during the year. Although trade receivables reduced, the decline in sales was significant enough to reduce the receivables turnover ratio.
Trade Payables Turnover Ratio	The ratio declined primarily due to a substantial reduction in purchases during the year while average trade payables remained relatively stable, resulting in lower trade payables turnover.
Net Profit Ratio	The Company reported a net loss during the year against a net profit in the previous year. The loss was mainly due to decline in revenue coupled with higher employee and depreciation costs, resulting in a significant deterioration in net profit margin.
Return on Capital Employed (ROCE)	ROCE declined because the Company reported negative EBIT during the year due to operating losses, while capital employed increased significantly following the increase in shareholders' equity and fixed assets.
Return on Investment (ROI)	The ratio declined due to negative EBIT during the year as against positive earnings in the previous year. Further, the increase in average shareholders' equity following the rights issue resulted in a lower return on investment.

Definitions

(a) Earning for available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of Fixed assets etc.

(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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32.17 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, 2026, and March 31, 2025.

32.18 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, 2026, and March 31, 2025

32.19 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, 2026, and March 31, 2025.

32.20 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, 2026, and March 31st, 2025. No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

32.21 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, 2026, and March 31, 2025.

32.22 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.

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32.23 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.

32.24 Details of Crypto Currency or Virtual Currency

The Company does not hold any cryptocurrency or virtual currency as at 31st March 2026 and 31st March 2025. The Company has also not received any deposits or advances for the purpose of investing in cryptocurrencies or virtual currencies.

32.25 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 2025-26.

32.26. Lease Income – Operating Lease.

A. Lease income recognised during the year, the Company has recognised the following income from operating leases:

Rs. in 000's

Particulars	**Year Ended 31st March 2026**	**Year Ended 31st March 2025**
Lease income from Kitex Limited	810.00	810.00
Lease income from Anna Aluminium Company Pvt Ltd	1,980.00	1,980.00
Lease income from Sara Spices Pvt Ltd	120.00	-
Variable lease payments (if any)	-	67.50
Total Lease Income	**2,910.00**	**2,857.50**

B. Maturity Analysis for lease payments receivable under operating lease (Undiscounted):

Rs. in 000's

Particulars	**Year Ended 31st March 2025**	**Year Ended 31st March 2024**
Not later than 1 year	2,910.00	3,390.00
Later than 1 year and not later than 5 years	8,565.00	10,935.00
Later than 5 years	13,365.00	15,345.00
Total Lease Income	**24,840.00**	**29,670.00**

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.

32.27. 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 trial(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 trial (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, 2026, as per the statutory requirements for record retention.

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32.28. 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	1,86,788.32	1,86,465.70	322.62	Refer Note 32.28.1 below
Q2	98,786.60	94,867.79	3,918.81	
Q3	99,318.75	96,740.39	2,578.36	
Q4	81,076.45	75,711.62	5,364.83	

32.28.1.
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.

32.28.2. The stock of canteen, scrap etc are not considered while giving stock statement to bank.

32.29. 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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DIRECTOR
DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

32.30. 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

32.31. The Company has not surrendered or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961.

32.32. 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.

32.33 Income Taxes

A. Components Of Income Tax Expense

(Rs in.'000)

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
I. Tax expense recognised in the Statement of Profit and Loss		
Current Tax		
In respect of current year	-	-
In respect of earlier years	30.47	(15.30)
Total (A)	**30.47**	**(15.30)**
Deferred tax		
In respect of current year	(18,683.52)	8,063.72
Total (B)	**(18,683.52)**	**8,063.72**
Income tax expense recognised as per Statement of Profit and Loss (A + B)	**(18,653.05)**	**8,048.41**
II. Tax on Other Comprehensive Income		
Deferred tax		
(Gain)/loss on remeasurement of net defined benefit plans	(244.94)	57.23
Total	**(244.94)**	**57.23**

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B. The income tax expense for the year can be reconciled to the accounting profit as follows:-

(Rs in.'000)

Particulars	**Year Ended 31.03.2026**	**Year Ended 31.03.2025**
Profit before Tax as per Statement of Profit and Loss	(73,777.28)	27,146.94
Income Tax expense calculated at statutory tax rates	(18,568.27)	6,832.34
Tax effect of expenses that are not deductible in determining Taxable profit	26.46	84.94
Tax effect of incomes that are exempt from income tax	(95.54)	1,146.44
Others items	(46.18)	-
In respect of earlier years	30.47	(15.30)
Income tax expense recognised as per Statement of Profit and	(18,653.05)	8,048.42
Applicable rate of tax as per Finance Act	**25.168%**	**25.168%**

C. Movement In Deferred Tax Assets And Liabilities

Movement during the year ended 31st March, 2026	**As at 01st April, 2025**	**Credit/(charge) in the Statement of Profit and Loss**	**Credit/(charge) in Other Comprehensive Income**	**As at 31st March, 2026**
Deferred tax liabilities				
Property, plant and equipment, Investment property and Intangible assets	34,913.16	(1,785.76)	2,16,459.21	2,49,586.62
Total	**34,913.16**	**(1,785.76)**	**2,16,459.21**	**2,49,586.62**
Deferred tax assets				
Provision for post-retirement benefits and other	1,101.65	437.44	(244.94)	1,294.15
Brought forward Depreciation Loss	23,320.33	16,141.50	-	39,461.83
Other temporary differences	19.54	318.84	-	338.38
Total	**24,441.52**	**16,897.78**	**(244.94)**	**41,094.36**
Deferred Tax Liability (Net)	**(10,471.64)**	**18,683.54**	**(2,16,704.15)**	**(2,08,492.26)**

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DONY DOMINIC (DIN:03588411)

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(Rs in.'000)

Movement during the year ended 31st March, 2025	As at 01st 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, 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	618.01	426.41	57.23	1,101.65
Brought forward Depreciation Loss	30,750.99	(7,430.66)	-	23,320.33
Other temporary differences	-	19.54	-	19.54
Total	**24,441.53**	**(6,984.71)**	**57.23**	**24,441.52**
Deferred Tax Liability (Net)	**(9,392.62)**	**(8,063.73)**	**57.23**	**(10,471.64)**

32.34 The Government of India has notified the New Labour Codes, which became effective from 21st November 2025. Based on management's assessment, the Company has evaluated the impact of the implementation of the New Labour Codes on its financial statements. The incremental impact arising from the changes in the regulations has been recognised in the financial statements for the year ended 31st March 2026. The impact is not material to the financial statements.

MANAGING DIRECTOR
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DIRECTOR
DONY DOMINIC (DIN:03588411)

As per our separate report of even date attached

Scoobee Day Garments (India) Limited

666/12,Anna Aluminim Company Pvt Ltd, Kizhakkambalam,
Aluva, Ernakulam, Kerala - 683562