



**KITEX**

**Kitex Garments Limited**

BB.NO.5, KIZHAKKAMBALAM - 683 562, KOCHI, KERALA, INDIA.

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Ref:

Date:

Ref no. KGL/SE/JAN/15-16/01

January 07, 2016

<p><b>The Secretary</b> BSE Limited Corporate Relationship Dept, 1<sup>st</sup> Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai – 400001, Maharashtra</p>	<p><b>The Secretary</b> National Stock Exchange of India Ltd. 'Exchange Plaza', Bandra - Kurla Complex Bandra (E), Mumbai- 400051, Maharashtra</p>
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Dear Sir/ Ma'am,

**Sub:-QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE  
QUARTER ENDED DECEMBER 31, 2015**

Pursuant to Clause 27(2)(a) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2015.

Please take the above on record and acknowledge receipt of the same.

Thanking you,

For **Kitex Garments Limited**

**Sabu M. Jacob**  
Chairman and Managing Director



Enclosure: as above



**FORMAT OF COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED  
BY LISTED ENTITY ON QUARTERLY BASIS**

Name of Listed Entity: **Kitex Garments Limited**  
Quarter ending **December 31, 2015**

**I. COMPOSITION OF BOARD OF DIRECTORS**

Sl. No.	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Sabu Meckamkunnel Jacob	ACLJ5484C & 00046016	Chairman & Managing Director	16.08.2015	NA	1	1	Nil
2	Mohan Chakrapani	ABOPM7327D & 01048276	Non Executive	14.05.2013	NA	1	Nil	Nil
3	Sindhu Chandrasekhar	AEHPC8746G & 06434415	Executive	16.03.2015	NA	1	1	Nil
4	Venkitanarayanan Kalpathy Lakshminarayanan	AAOPV7914J & 01273573	Independent (3)	04.06.2015	Nil	1	Nil	1
5	Benni Joseph	AFWPJ7313N & 01219476	Independent (1)	12.01.2015	5 years	1	Nil	1
6	E. M. Paulose	AQBPP1037H & 03563106	Independent (1)	12.01.2015	5 Years	1	1	Nil
7	C. P. Philipose	AFAPP6734M & 01125157	Independent (2)	20.07.2015	Nil	1	1	Nil

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

(1) Appointed as independent Director under the Companies Act, 2013

(2) Appointed as Additional Director by the Board of Director on 20.07.2015. To be appointed as independent Director at the ensuing AGM. But he satisfies conditions of Independent Director under the Companies Act, 2013

(3) Satisfies conditions of Independent Director as per provisions of listing regulation and Companies Act, 2013



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## II. COMPOSITION OF COMMITTEES

Sl. No.	Name of Committee	Name of Committee members	Category (Chairperson/ independent/ Executive/ Nominee) <sup>a</sup>	Chairperson and Independent Non Executive	Executive/ Non-Executive/
1.	Audit Committee	<ul style="list-style-type: none"> <li>Mr. Benni Joseph</li> <li>Mr. E. M. Paulose</li> <li>Mr. C. P. Philipose</li> </ul>	Chairperson and Independent Non Executive	Chairperson and Independent	
2.	Nomination & Remuneration Committee	<ul style="list-style-type: none"> <li>Mr. E. M. Paulose</li> <li>Mr. Benni Joseph</li> <li>Mr. V. K. Lakshmi Narayanan</li> </ul>	Chairperson and Independent Non Executive	Chairperson and Independent	
3.	Risk Management Committee (if applicable)	Not Applicable	Not applicable		
4.	Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>Mr. V. K. Lakshmi Narayanan</li> <li>Ms. Sindhu Chandrasekhar</li> <li>Mr. Sabu M. Jacob</li> </ul>	Chairperson and Independent Executive Executive	Chairperson and Independent	

<sup>a</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. MEETING OF BOARD OF DIRECTORS

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
July 20, 2015	October 19, 2015	89 days

## IV. MEETING OF COMMITTEES

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b> 19.10.2015	Yes. There was full quorum.	20.07.2015	89 days
<b>Stakeholders relationship Committee</b> 19.10.2015	Yes. There was full quorum	04.04.2015	Not Applicable
<b>Nomination and Remuneration Committee</b> Nil	Not Applicable	Nil	Not applicable

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



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## V. RELATED PARTY TRANSACTIONS

Subject	Compliance status (Yes/No/NA)	refer note below
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not applicable	

### Note

a. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

b. If status is "No" details of non-compliance may be given here.

## VI. AFFIRMATIONS

- i. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- ii. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- iii. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- iv. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- v. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:



For **Kitex Garments Limited**

Kizhakkambalam  
07.01.2016

  
**Sabu M. Jacob**  
Chairman and Managing Director