

**KITEX****Kitex Garments Limited**

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

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CIN: L18101KL1992PLC006528

www.kitexgarments.com

Ref :

Date:

Ref no. KGL/SE/2016-17/APR/01

April 9, 2016

<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	<b>The Secretary</b> National Stock Exchange of India Ltd. 'Exchange Plaza', Bandra - Kurla Complex Bandra (E), Mumbai- 400051, Maharashtra
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Dear Sir/ Ma'am,

**Sub:- COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2016**

Pursuant to Clause 27(2)(a) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed Compliance Report on Corporate Governance for the year ended March 31, 2016.

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

Thanking you,

For **Kitex Garments Limited****Babu A.**  
**Company Secretary & Compliance Officer**

Enclosure: as above

**Format to be submitted by listed entity at the end of the financial year**  
(for the whole of financial year)

Name of Listed Entity **Kitex Garments Limited**

Financial year ending **March 31, 2016**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status</b> (Yes/No/NA) refer note below
Details of business	<b>Garments business</b>
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	<b>NA</b>
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes



Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1 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.

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

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

  
**Babu A.**  
**Company Secretary & Compliance Officer**



**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 **March 31, 2016**

**I. COMPOSITION OF BOARD OF DIRECTORS**

Sl. No.	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) <sup>&amp;</sup>	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	ACLPJ5484C & 00046016	Chairman & Managing Director	16.08.2015	NA	1	1	Nil
2	Sindhu Chandrasekhar	AEHPC8746G & 06434415	Executive	16.03.2015	NA	1	1	Nil
3	Venkitanarayanan Kalpathy Lakshminarayanan	AAOPV7914J & 01273573	Independent (3)	04.06.2015	Nil	1	1	1
4	Benni Joseph	AFWPJ7313N & 01219476	Independent (1)	12.01.2015	5 years	1	1	1
5	E. M. Paulose	AQBPP1037H & 03563106	Independent (1)	12.01.2015	5 Years	1	1	1
6	C. P. Philipose	AFAPP6734M & 01125157	Independent (2)	20.07.2015	Nil	1	1	Nil

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</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

\* 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



## II. COMPOSITION OF COMMITTEES

Sl. No.	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)*
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 Independent Non Executive
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 Independent Non Executive
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

\* 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

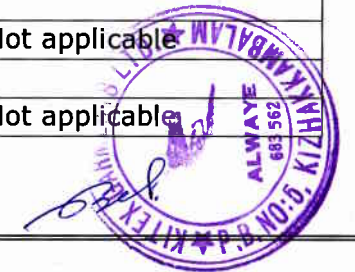
## III. MEETING OF BOARD OF DIRECTORS

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)
October 19, 2015	January 25, 2016	96 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>			
January 25, 2016	Yes. There was full quorum.	October 19, 2015	96 days
<b>Stakeholders relationship Committee</b>			
January 25, 2016	Yes. There was full quorum	October 19, 2015	Not applicable
<b>Nomination and Remuneration Committee</b>			
January 25, 2016	Yes. There was full quorum	Nil	Not applicable

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



## 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

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

## VI. AFFIRMATIONS

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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:

Kizhakkambalam  
09.04.2016



For Kitex Garments Limited

  
Babu A.

Company Secretary & Compliance officer