

**KITEX****Kitex Garments Limited**PB.NO.5, KIZHAKKAMBALAM - 683 562, KOCHI, KERALA, INDIA.  
PHONE : 91 484 4142000, FAX : 91 484 2680604E-mail : kgl@kitexgarments.com  
CIN: L18101KL1992PLC006528  
www.kitexgarments.com

Ref:

Date:

June 11, 2016

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

**Subject: Proceeding of 24<sup>th</sup> Annual General Meeting of the Company held on June 10, 2016**

Pursuant to the Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 24<sup>th</sup> Annual General Meeting of the Company was duly held on Friday, June 10, 2016 at 10:00 A.M. at the Factory Premises of the Company at Building no. 9/536A, Kizhakkambalam, Kochi - 683562, Kerala.

The proper quorum was present and all the items of business as mentioned in the Annual General Meeting Notice dated April 4, 2016 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by requisite majority by Remote e-voting and Venue E-voting at Annual General Meeting.

1.	<b>Detail of the Agenda:</b>	<b>To receive, consider and adopt</b> <b>a) Audited Financial Statements of the Company for the year ended March 31, 2016 together with the Report of the Board of Directors and Independent Auditors report thereon; and</b> <b>b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2016 together with Independent Auditors Report thereon.</b>
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	<p><b>Resolution Required:</b></p> <p><b>Mode of voting:</b></p>	<p>Ordinary Resolution</p> <p>Passed with requisite majority by Remote E-voting and by Venue E-voting at the AGM venue.</p>
2.	<p><b>Detail of the Agenda:</b></p> <p><b>Resolution Required:</b></p> <p><b>Mode of voting:</b></p>	<p><b>To declare a Dividend for the financial year ended March 31, 2016</b></p> <p>Ordinary Resolution</p> <p>Passed with requisite majority by Remote E-voting and by Venue E-voting at the AGM venue.</p>
3.	<p><b>Detail of the Agenda:</b></p> <p><b>Resolution Required:</b></p> <p><b>Mode of voting:</b></p>	<p><b>To appoint a Director in place of Mrs. Sindhu Chandrasekhar (holding DIN. 06434415), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and Article 160 of Articles of Association, and being eligible offers herself for re-appointment.</b></p> <p>Ordinary Resolution</p> <p>Passed with requisite majority by Remote E-voting and by Venue E-voting at the AGM venue.</p>
4.	<p><b>Detail of the Agenda:</b></p> <p><b>Resolution Required:</b></p> <p><b>Mode of voting:</b></p>	<p><b>To appoint M/s. Varma and Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) who shall hold office for the financial year 2016-17 from the conclusion of this 24th Annual General Meeting till the conclusion of the 25th Annual General Meeting and to fix their remuneration. The Company has received a notice in writing from existing auditors expressing their unwillingness to be re-appointed.</b></p> <p>Ordinary Resolution</p> <p>Passed with requisite majority by Remote E-voting and by Venue E-voting at the AGM venue.</p>



5	<p><b>Detail of the Agenda:</b></p> <p><b>Resolution Required:</b></p> <p><b>Mode of voting:</b></p>	<p><b>Appointment of Mr. C. P. Philipose (DIN No.01125157) as an Independent Director.</b></p> <p>Ordinary Resolution</p> <p>Passed with requisite majority by Remote E-voting and by Venue E-voting at the AGM venue.</p>
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Please note that the voting results were intimated to the Stock Exchanges in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 today.

A copy of the Combined Scrutinizer's Report on remote e-voting and Venue E-voting conducted at the venue of the 24<sup>th</sup> Annual General Meeting is also attached.

Kindly take this intimation on record.

Thanking you

Yours faithfully

For **Kitex Garments Limited**

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





**Corp. Office** : 39/3519 B, 1st Floor  
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Ernakulam, Kerala, India - 682 016

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**SCRUTINIZER REPORT FOR REMOTE E-VOTING AND E-VOTING AT THE VENUE OF  
ANNUAL GENERAL MEETING OF M/S. KITEX GARMENTS LIMITED**

To

Mr. Sabu M. Jacob  
The Chairman  
M/s. Kitex Garments Limited  
P.B.No.5, Kizhakkambalam  
Aluva - 683562

24<sup>th</sup> Annual General Meeting of the Equity Shareholders of **M/s. Kitex Garments Limited** held on Friday, 10<sup>th</sup> June, 2016 at the Factory Premises of the Company at Building No.9/536A, Kizhakkambalam, Aluva - 683562 at 10.00 A.M.

Sub: Passing of Resolutions through Remote Electronic Voting and Electronic voting at the venue of 24<sup>th</sup> Annual General Meeting of M/s. Kitex Garments Limited

I, CS. P. D. Vincent, Company Secretary in Practice, holding Membership Number: FCS-3067 and Certificate of Practice Number - 7940, Senior Partner, SVJS & Associates, Company Secretaries, 39/3519 B, 1<sup>st</sup> Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 have been appointed as Scrutinizer for the Remote Electronic Voting and electronic voting at the venue of meeting of the undernoted resolutions at the 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Kitex Garments Limited (CIN: L18101KL1992PLC006528), held on Friday, 10<sup>th</sup> June, 2016, at Factory Premises of the Company at Building No.9/536A, Kizhakkambalam, Aluva-683 562.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company and the facility of electronic voting at the venue of Annual General meeting. M/s. Cameo Corporate Services Limited is the Registrar and Share Transfer Agent of the Company.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above remote electronic voting remained open to the members from Tuesday, 07<sup>th</sup> June, 2016 (9.00 A.M.) to Thursday, 09<sup>th</sup> June 2016 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Annual General Meeting.



At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to cast their votes through electronic voting facility provided at the venue during the Annual General Meeting in compliance to the provisions of Rule 20 (4) (viii) of Companies (Management and Administration) Rules 2014, as amended.

On completion of the remote e-voting period and electronic voting facility provided at the venue of Annual General Meeting, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 10<sup>th</sup> June 2016, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this Report.

The result of the Electronic Voting is as under:

Resolution No.	Subject Matter of Resolution	Total No. of shares through E-voting	ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
			No. of Votes through E-voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes through E-voting

#### ORDINARY BUSINESS

1	Adoption of Audited Standalone Financial Statements for the year ended 31 <sup>st</sup> March, 2016 together with Boards' Report and Auditors Report and consolidated Financial Statements for the year ended 31 <sup>st</sup> March, 2016 together with Auditors Report thereon	25126259	25126259	100%	52.90%	-	-
2	Declaration of Dividend	25126259	25126259	100%	52.90%	-	-



3	Re-appointment of Retiring Director, Mrs. Sindhu Chandrasekhar (DIN: 06434415)	25126259	25126253	99.99%	52.90%	6	-
4	Appointment of M/s. Varma & Varma, Chartered Accountants as the Statutory Auditors and fixation of remuneration thereof.	25126259	25126259	100%	52.90%	-	-

**SPECIAL BUSINESS (ORDINARY RESOLUTION)**

5	Appointment of Mr. C. P. Philipose (DIN: 01125157) as an Independent Director	25126259	25126213	99.99%	52.90%	46	-
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All Resolutions stand passed under Electronic Voting as Ordinary Resolutions with requisite majority as specified under the Companies Act, 2013.

Thank You

Yours faithfully

For SVJS & Associates  
Company Secretaries

  
P. D. VINCENT  
Partner  
CP No: 7940



Kochi

11.06.2016

Witnesses to the unblocking of votes:

1. Nikhil George Pinto  
Breeze Cottage  
Perumanoor, Cochin - 682015



2. Jayan Lakshmi  
10/1284 B  
Kumplanur Road  
Kochi - 682001



Received



CHAIRMAN