

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

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Ref:

Date:

Ref: KGL/SE/2017-18/OCT/03

October 9, 2017

The Secretary BSE Limited Corporate Relationship Dept, 1 st Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Fort Mumbai - 400001, Maharashtra	The Secretary 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 QUARTER ENDED
SEPTEMBER 30, 2017**

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 quarter ended September 30, 2017.

Please take the above on record and acknowledge receipt.

Thanking you,

For **Kitex Garments Limited**

Babu A.
Company Secretary
& Compliance Officer



Enclosure: as above

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **KITEX GARMENTS LIMITED**

Quarter ending : **SEPTEMBER 30, 2017**

I. COMPOSITION OF BOARD OF DIRECTORS

Sl. No.	Name of the Director	PAN * & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) ⁵	Date of Appointment in the current term/ cessation	Tenure*	No 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 Relationship Committee held in this listed entity
1	Sabu Meckamkunnel Jacob	ACL PJ5484C & 00046016	Chairman & MD	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	Non Executive Director	04.06.2015	Nil	1	1	1
4	Benni Joseph	AFWPJ7313N & 01219476	Independent	12.01.2015	5 years	1	1	1
5	E. M. Paulose	AQBPP1037H & 03563106	Independent	12.01.2015	5 Years	1	1	1
6	C. P. Philipose	AFAPP6734M & 01125157	Independent	10.06.2016	5 Years	1	1	Nil

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

⁶ 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.

II. COMPOSITION OF COMMITTEES

Sl. No.	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁵
1.	Audit Committee	<ul style="list-style-type: none"> • Mr. Benni Joseph • Prof. E. M. Paulose • Mr. C. P. Philipose 	Chairperson and Independent
2.	Nomination & Remuneration Committee	<ul style="list-style-type: none"> • Prof. E. M. Paulose • Mr. Benni Joseph • Mr. V. K. Lakshmi Narayanan 	Chairperson and Independent



3.	Risk Management Committee (if applicable)	Not Applicable	Not applicable
4.	Stakeholders Relationship Committee	<ul style="list-style-type: none"> Mr. V. K. Lakshmi Narayanan Mrs. Sindhu Chandrasekhar Mr. Sabu M. Jacob 	Chairperson and Non Executive 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)
April 28, 2017 and June 24, 2017	July 29, 2017	36 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*
Audit Committee July 29, 2017	Yes. There was full quorum.	April 28, 2017 and June 24, 2017	36 days
Stakeholders relationship Committee July 29, 2017	Yes. There was full quorum	April 28, 2017	Not applicable
Nomination and Remuneration Committee July 29, 2017	Yes. There was full quorum	April 28, 2017	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)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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

- i. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **(Yes)**
- ii. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015: **(Yes)**
 - 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. **(Yes)**
- 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. **(Yes)**
- v. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **(Yes)**

Kizhakkambalam
October 9, 2017



For **Kitez Garments Limited**


Babu A.
Company Secretary
& Compliance officer

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(The Report to be submitted at the end of 6 months after end of financial year along with 2nd quarter report of next financial year)

Name of Listed Entity: **KITEX GARMENTS LIMITED**

Period : September 30, 2017

Broad heading	Regulation No.	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No. Could not attend the meeting as he was unwell. Authorised person attended the meeting.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No. Could not attend the meeting as he was unwell.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	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.

Kizhakkambalam
October 9, 2017



For **Kitex Garments Limited**


Babu A.
Company Secretary
& Compliance officer