

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

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Ref:

Date:

Ref. KGL/SE/2017-18/JAN/01

January 6, 2018

<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 QUARTER ENDED  
DECEMBER 31, 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 December 31, 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

**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, 2017**

**I. COMPOSITION OF BOARD OF DIRECTORS**

Sl. No.	Name of the Director	PAN * & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) & Chairman & MD	Date of Appointment in the current term/ cessation	Tenure*	No of Directors 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 listed entities including this listed entity
1	Sabu M. Jacob	ACLJ5484C & 00046016	Chairman & MD	16.08.2015	NA	1	1	Nil
2	Sindhu Chandrasekhar	AHPC8746G & 06434415	Executive	16.03.2015	NA	1	1	Nil
3	Mr. K. L.V. Narayanan	AAOPV7914J & 01273573	Non Executive Director	04.06.2015	Nil	2	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

\* 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.

**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>• Prof. E. M. Paulose</li> <li>• Mr. C. P. Philipose</li> </ul>	Chairperson and Independent Independent Independent



	Nomination & Remuneration Committee	<ul style="list-style-type: none"> <li>• Prof. E. M. Paulose</li> <li>• Mr. Benni Joseph</li> <li>• Mr. K. L.V. Narayanan</li> </ul>	Chairperson and Independent Independent Independent
3.	Risk Management Committee (if applicable)	Not Applicable	Not applicable
4.	Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>• Mr. K. L.V. Narayanan</li> <li>• Mrs. Sindhu Chandrasekhar</li> <li>• Mr. Sabu M. Jacob</li> </ul>	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

(1) Given requisite declaration of independence as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

### 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 29, 2017	November 4, 2017	98 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>			
November 4, 2017	Yes. There was full quorum.	July 29, 2017	98 days
<b>Stakeholders relationship Committee</b>			
November 4, 2017	Yes. There was full quorum.	July 29, 2017	Not applicable
<b>Nomination and Remuneration Committee</b>			
November 4, 2017	Yes. There was full quorum.	July 29, 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)	refer note below
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**


- 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. **(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  
January 6, 2018

For **Kitex Garments Limited**

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

