

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

P.B.NO.5, KIZHAKKAMBALAM-683562, KOCHI, KERALA, INDIA
PHONE: 91 484 4142000, FAX: 91 484 2680604
E mail: kgl@kitexgarments.com
CIN: L18101KL1992PLC006528
www.kitexgarments.com

Ref. No.: KGL/ Postal_Ballot_Results/2018

February 9, 2018

Ref:

Date:

The Secretary BSE Limited Corporate Relationship Dept, 1 st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort Mumbai - 400001, Maharashtra Scrip Code: 521248	The Secretary National Stock Exchange of India Ltd Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra Scrip Code: KITEX
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Dear Sirs,

Sub: **DECLARATION OF POSTAL BALLOT RESULTS UNDER REGULATION 44 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Further to our letter dated 06.01.2018, we would like to inform you that an approval of shareholders of the Company was sought on 'Material Transaction with Related Party viz., Kitex USA LLC, Associate Company' as set out in Postal Ballot Notice dated November 11, 2017, have been passed by Members by requisite majority.

As required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose here the details of voting results in prescribed format along with Scrutinizers report.

Please take the same on record.

Thanking you,

Yours' faithfully

For **Kitex Garments Limited**


Sabu M. Jacob
Chairman and Managing Director



POSTAL BALLOT VOTING RESULTS

(Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1.	Name of Company	Kitex Garments Limited		
2	Date of Postal Ballot	Notice dated November 11, 2017 (Voting start date: January 8, 2018 (9:00 IST) and voting end date: February 7, 2018 (5:00 IST))		
3	Total number of shareholders on record date	Record date: 29.12.2017 No of shareholders: 34967 nos		
3.	Shareholder	Present in person	Present through proxy	Total
	-Promoter or Promoter Group	NA	NA	NA
	-Public	NA	NA	NA
4.	Number of shareholders attended the meeting through Video Conferencing - Promoter or Promoter Group - Public	NA		

AGENDA - WISE DISCLOSURE

(to be disclosed separately for each agenda item)

ITEM NO.1 - ORDINARY RESOLUTION

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH KITEX USALLC

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3) = $\frac{(2)}{(1)} * 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	36071834	-	-	-	-	-	-
	Venue		-	-	-	-	-	-
	E-voting		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Institut	E-Voting	3274843	-	-	-	-	-	-
	Venue		-	-	-	-	-	-



ional holders	E-voting							
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Others	E-Voting	27153323	7185378	26.46	7184661	717	99.99	0.01
	Venue E-voting		-	-	-	-	-	-
	Postal Ballot		5853428	21.56	5852025	1403	99.98	0.02
	Total		13038806	48.02	13036686	2120	99.98	0.02
Total	E-Voting	66500000	7185378	26.46	7184661	717	99.99	0.01
	Venue E-voting		-	-	-	-	-	-
	Postal Ballot		5853428	21.56	5852025	1403	99.98	0.02
	Total		13038806	48.02	13036686	2120	99.98	0.02

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

For **Kitex Garments Limited**

Sabu M. Jacob
Chairman and Managing Director




Partners :

CS. Sivakumar P., M.Com, FICWA, FCS
CS. Vincent P.D., MBA, LL.B, FCS
CS. Jayan K., LL.B, FCS
CS. Sreekumar P.S., FCS
CS. Lekha Ashok, FCS
CS. Rohini Varma K., FCS

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08.02.2018

To

Mr. Sabu M. Jacob

Chairman & Managing Director
Kitex Garments Limited
P.B.No.5, Kizhakkambalam
Alwaye, Ernakulam- 683562

Dear Sir

Sub: Scrutinizer's Report

The Board of Directors of the Company has appointed me as Scrutinizer for conducting the postal ballot voting process in respect of the Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time for authorizing the Board of Directors to enter into contract(s) / transaction(s)/ arrangement(s) with KITEX USA LLC a related party within the meaning of aforesaid laws up to maximum amount of Rs. 300 Crores in each financial year from the financial year 2017-18 for the period of 3 years.

I note that as per the instructions and conditions attached to the said Postal Ballot, duly completed postal ballots should reach the scrutinizer not later than 05.00 P. M on 07th February, 2018. Postal Ballot forms received after this date are to be strictly treated as if the reply from the member has not been received. The envelopes containing postal ballot form, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.



Up to 05.00 P.M. on 07th February, 2018 as above, the total number of ballot forms received is as shown below:

Total number of Postal Ballot Forms received : 188
Covers which contain unfilled Postal Ballot form : 0

The summarized result of postal ballot forms received up to 05.00 P.M. on 07th February, 2018 is as under:

Resolution: Approval for Material Related Party Transactions with Kitex USA LLC

PARTICULARS	NO. OF POSTAL BALLOT RECEIVED	NO. OF SHARES	% OF VALID VOTES RECEIVED
Total postal ballots received	188	5856978	-
Less: Invalid postal ballot forms	11	3550	-
Net Valid postal ballot received	177	5853428	100%
Postal ballot with assent for the Resolution	174	5852025	99.98%
Postal ballot with dissent for the Resolution	3	1403	0.02%

I enclose a complete list of Postal Ballot forms received giving the particulars as above.
Signed on this the 08th Day of February, 2018.

**For SVJS & Associates
Company Secretaries**


P. D. VINCENT
Partner
CP No: 7940

Received this Report

For KITEX GARMENTS LTD


SABU M JACOB
MANAGING DIRECTOR

ANNEXURE-1

To

Mr. Sabu M. Jacob

Chairman & Managing Director
Kitex Garments Limited
P.B.No.5, Kizhakkambalam
Alwaye, Ernakulam- 683562

Consolidated Details of Postal Ballots and votes thereon

Particulars	Resolution No.1	
	No. of ballots	No. of Votes
Total filled Postal Ballots received	188	5856978
Total valid votes	177	5853428
Votes in favour of the Resolution	174	5852025
Votes against the Resolution	3	1403
Total invalid votes	11	3550
% of Votes in favour of the Resolution		99.98%

Note: None of the Related Parties' vote has been considered.

Signed on this the 08th Day of February, 2018.

For SVJS & Associates
Company Secretaries


P. D. VINCENT
Partner
CP No: 7940

Received this report.

For KITEX GARMENTS LTD


SABU M JACOB
MANAGING DIRECTOR

SVJS & Associates
Company Secretaries



Partners :

CS. Sivakumar P., M.Com, FICWA, FCS
CS. Vincent P.D., MBA, LL.B, FCS
CS. Jayan K., LL.B, FCS
CS. Sreekumar P.S., FCS
CS. Lekha Ashok, FCS
CS. Rohini Varma K., FCS

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08.02.2018

To

Mr. Sabu M. Jacob

Chairman & Managing Director
Kitex Garments Limited
P.B.No.5, Kizhakkambalam
Alwaye, Ernakulam- 683562

Dear Sir

Sub: Report of the Scrutinizer on Remote E- Voting

I, CS.Vincent P.D., Company Secretary in Practice, holding Membership Number : FCS - 3067 and Certificate of Practice Number - 7940, Senior Partner, SVJS & Associates, Company Secretaries, 39/3525, Kausthubham, Manikkath Road, Ravipuram, Ernakulam - 682 016, have been appointed by the Board of Directors of KITEX GARMENTS LIMITED (CIN :L18101KL1992PLC006528), P.B. No 5, Kizhakkambalam, Alwaye, Ernakulam, 683562, as the Scrutinizer for the Electronic Voting of the resolution included in the Postal Ballot and Remote e voting notice.

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 Monday, 08th January, 2018, (09.00 A.M.) to Wednesday, 07th February, 2018 (5.00 P.M.).

On completion of the e-voting period, 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 07th February 2018 in the presence of two witnesses, who



Regd. Office : 39/3525, Kausthubham, Manikkath Road, Ravipuram, Kochi, Ernakulam, Kerala, India - 682 016
Corp. Office : 39/3519 B, 1st Floor, Padmam Apartments, Ravipuram, Kochi, Ernakulam, Kerala, India - 682 016

Also at Bangalore, Chennai & Thiruvananthapuram

were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this Report.

The following is the summary of E-voting result:

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Resolution No.	Subject Matter of Resolution	Total No. of shares through E-voting	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
SPECIAL BUSINESS – ORDINARY RESOLUTION							
1	Approval for Material Related Transactions with Party with Kitex USA LLC	7185378	7184661	99.99%	10.80%	717	0.01%

Note: None of the Related Parties' vote has been considered

Thank you

Yours faithfully

For SVJS & Associates
Company Secretaries



P. D. VINCENT
Partner
CP No: 7940

Received this report

For KITEX GARMENTS LTD



SABU M JACOB
MANAGING DIRECTOR

Witnesses to the unblocking of votes:

1. *Trang Casson*
10/1284 B, Kumplann Road
Kochi - 682001



2. *Nikhil George Pinto*
Breezy Collage
Perummanoor
Cochin - 682015



Partners :

CS. Sivakumar P., M.Com, FICWA, FCS
CS. Vincent P.D., MBA, LL.B, FCS
CS. Jayan K., LL.B, FCS
CS. Sreekumar P.S., FCS
CS. Lekha Ashok, FCS
CS. Rohini Varma K., FCS

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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POSTAL BALLOT
FOR KITEX GARMENTS LIMITED**

08.02.2018

To

Mr. Sabu M. Jacob

Chairman & Managing Director
Kitex Garments Limited
P.B.No.5, Kizhakkambalam
Alwaye, Ernakulam- 683562

**Sub: Passing of Resolution through Remote e-Voting and Postal Ballot of Kitex
Garments Limited**

I, CS.Vincent P.D., Company Secretary in Practice, holding Membership Number: FCS -3067 and Certificate of Practice Number - 7940, Senior Partner, SVJS & Associates, Company Secretaries, 39/3525, Kausthubham, Manikkath Road, Ravipuram, Ernakulam - 682 016, have been appointed as Scrutinizer for the Remote Electronic Voting and Postal Ballot voting process in respect of the under noted resolution of KITEX GARMENTS LIMITED (CIN: L18101KL1992PLC006528)

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 from Monday, 08th January, 2018, (09.00 A.M.) to Wednesday, 07th February, 2018 (5.00 P.M.). Cameo Corporate Services Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 07th February 2018 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 08th February 2018 attached herewith.



The result of the E-voting together with that of the Postal Ballot is as under:

Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
SPECIAL BUSINESS – ORDINARY RESOLUTION						
1	Approval for Material Related Party Transactions with Kitex USA LLC	E Voting	7184661	99.99%	717	0.01%
		Postal Ballot	5852025	99.98%	1403	0.02%

The Resolution stands passed under Remote e-Voting and Postal Ballot as Ordinary Resolution with requisite majority as specified under the Companies Act, 2013.

Note: None of the Related Parties' vote has been considered

Thank You

Yours faithfully

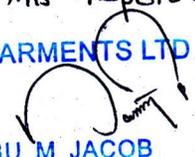
**For SVJS & Associates
Company Secretaries**



**P. D. VINCENT
Partner
CP No: 7840**

Received this report.

For KITEX GARMENTS LTD



**SABU M JACOB
MANAGING DIRECTOR**