

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Kitex Garments Limited will be held on Saturday, July 28, 2018 at the Factory Premises of the Company at Building No. 9/536A, Kizhakkambalam, Kochi – 683 562, Kerala at 10.00 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Financial Statements (including the Consolidated financial statements) of the Company for the year ended March 31, 2018 together with the Report of the Board of Directors and Independent Auditors report thereon.
2. To declare a final Dividend of Re. 0.75 per equity share and to ratify the Interim Dividend of Re. 0.75 per equity share, already paid during the year, for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mrs. Sindhu Chandrasekhar (DIN 06434415), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and Article 116 of Articles of Association, and being eligible offers herself for re-appointment.
4. To appoint the Independent Auditors and to fix their remuneration by considering and if thought fit, to pass with or without modifications(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any amendment(s) thereto or re-enactment(s) thereof for the time being in force, M/s. MSKA & Associates, Chartered Accountants, Chennai (FRN 105047W) be and is hereby appointed as the Independent Auditors of the Company (in place of M/s. Varma and Varma, Chartered Accountants, Kochi, retiring Auditors who have expressed their unwillingness to be reappointed as per provisions contained in Section 139(9)(b) of Companies Act, 2013) to hold office from the conclusion of this 26th Annual General Meeting till conclusion of 31st Annual General Meeting to be held in the year 2023, for a tenure of 5 (FIVE) years on such remuneration plus other taxes as applicable as may be mutually agreed to between the Board of Directors/ Committee of the Board of Directors and the said Independent Auditors."

By Order of the Board of Directors of
Kitex Garments Limited

Kizhakkambalam
July 2, 2018

Sabu M Jacob
Chairman & Managing Director
(DIN: 00046016)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER.

Proxies in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered as invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Register of Members and Share Transfer Books of the Company will remain closed from July 23, 2018 to July 28, 2018 (both days inclusive).
3. None of the Directors seeking appointment/ re-appointment or whose terms of appointment are revised, is related to any member of the Board of Directors or to any Key Managerial Personnel.
4. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be restricted by the Attendance Slip and photo id proof. Members are requested to write their Client ID and DP ID numbers/Folio Number (as applicable) on the Attendance slip, affix their signature and hand it over at the entrance hall. Transport facility will be provided to the shareholders from Kizhakkambalam to the Factory premises and back for attending the meeting.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
7. Members holding shares in electronic form are advised to send their request for the change of address, Bank

particulars, Residential status or request for transmission of shares etc to their Depository Participant. The Company or its Registrar and Share Transfer Agent cannot act on any such requests received directly from the members holding shares in electronic form. Members holding shares in physical form are advised to send such request to Registrar and Share Transfer Agent of the Company, M/s. Cameo Corporate Services Limited, Subramanian Building No. 1, Club House Road, Chennai - 600002, Tamil Nadu, Tel: 044-28460390 Fax: 044-28460129.

8. Notice of the AGM along with Annual Report 2017-18 is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depository Participants unless any member has requested for the physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company.
9. A Final Dividend of Re. 0.75 (75%) per share has been recommended by the Board of Directors for the year ended March 31, 2018, subject to the approval of shareholders. Dividend, if approved shall be paid on or before August 25, 2018 and to be completed within the statutory time limit.
10. Request for any clarification needed on the accounts should be lodged in writing at the Registered Office of the Company on or before 5 P.M. on July 27, 2018.
11. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents.
12. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.kitexgarments.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kizhakkambalam, Aluva, Kochi between 11.00 AM and 1.00 P.M. on all working days up to the date of the Annual General Meeting.
13. Members who have not encashed the dividend warrants for the financial year ended 2010-11 and/or any subsequent years are requested to write to the Company giving necessary details along with claimant's proof of identity and address. In this connection the company has

placed the names of such persons who has not claimed dividend since 2010-11 in the website of the company and the shareholders can view the details at www.kitexgarments.com

15. In order to enable payment of dividend by direct credit to the bank accounts of the shareholders through National Electronic Clearing Service (NECS) / National Electronic Fund Transfer (NEFT), those holding shares in physical form are requested to furnish their mandates for the same in the attached format along with the specified details/documents to M/s Cameo Corporate Services Limited. Those holding shares in De-mat form are requested to update their records with DPs in this respect.
16. As per provisions of Section 124 of Companies Act, 2013, the amount of dividends remaining unclaimed for a period of seven years are required to be transferred along with shares held in those folios to the Investor Education and Protection Fund. Accordingly, the dividend declared for all the financial years ended upto March 31, 2010 had been transferred to Investor Education and Protection Fund.
17. The Company shall provide/host the required details of unclaimed dividend amounts referred to under Section 124 of Companies Act, 2013, on its website and also Ministry of Corporate Affairs (MCA) website in the relevant form every year. For the financial year ended 31 March, 2018, the information on unclaimed dividend for the years from 2010-11 to 2017-18 was filed with the Ministry of Corporate Affairs and hosted on the web site of the Company within the statutory time.
18. Details of dividend declared for the financial years from 2010-11 onwards are given below:

Financial Year	Declared on	Dividend yield	Amount paid per equity share (Rs.)
2010-11	30.05.2011	40%	Re.0.40
2011-12	30.05.2012	60%	Re.0.60
2012-13	14.05.2013	80%	Re.0.80
2013-14	15.05.2014	100%	Re.1.00
2014-15	04.06.2015	125%	Rs.1.25
2015-16 (1 st Interim)	30.10.2015	75%	Re.0.75
2015-16 (Final)	10.06.2016	75%	Re.0.75
2016-17 (1 st interim)	31.10.2016	75%	Re.0.75
2016-17 (Final)	19.06.2017	75%	Re.0.75

19. The Company had released an Advertisement dated March 24, 2018 in National Daily viz., Financial Express and Regional language daily viz., Chandrika for transferring unpaid/ unclaimed dividend and unclaimed shares of the Company to Investor Education and Protection Fund (IEPF) Account as per Section 124(6) of the Companies Act, 2013. The Company has also sent individual communication dated March 24, 2018 to the

concerned shareholders whose dividend remains unpaid or unclaimed for period of Seven (7) consecutive years since 2011, at their registered address and shares are liable to be transferred to IEPF account under the aforesaid Rules, for taking appropriate action(s) by the shareholder concerned. The Complete details of unpaid or unclaimed dividends and shares due for transfer are available on the website of the Company ie., www.kitexgarments.com.

20. For any communication, the shareholders may also send requests to the Company's investor e-mail IDs: investor@kitexgarments.com or sect@kitexgarments.com

21. Voting through electronic means:

- a) In compliance with provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time together with relevant clauses in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote at the 26th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

"Electronic voting system" means a secured voting system based process of display of electronic ballots, recording of votes of the Members and the number of votes polled in favour or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate cyber security.

"Remote e-voting" means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.

"Cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as July 21, 2018. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.

b) Procedure for Remote E-Voting

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in De-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<ul style="list-style-type: none"> · Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders) · Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the de-mat account/folio number in the PAN field. · In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your de-mat account or in the company records for the said de-mat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your de-mat account or in the company records for the said de-mat account or folio. <ul style="list-style-type: none"> · Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in De-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the de-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN to choose <KITEX GARMENTS LIMITED> to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-Individual Shareholders & Custodians .
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate and custodians respectively
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/ folio numbers on which they wish to vote.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all the steps from Sl. No. : (i to xvii) above to cast vote.

General Information

- (A) The voting period begins on Wednesday, July 25, 2018 at 9 A.M. and ends on Friday, July 27, 2018 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Saturday, July 21, 2018, may cast their vote electronically. The Remote E-voting module shall be blocked by CDSL for voting thereafter.
 - (B) Members have an option to vote either Remote e-voting (availing the services provided by CDSL) OR by e-voting at AGM venue or by poll slips to be distributed at the meeting. If members have cast their vote through remote e-voting, then they should not cast their vote at the meeting but they can attend meeting. However if a member has voted through Remote e-voting and has again voted at the meeting, then the voting done through Remote e-voting shall prevail and voting done at the meeting shall be treated as invalid. Members attending meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM
 - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at Mr. Rakesh Dalvi, Deputy Manager, Marathon Futurex, A Wing, 25th Floor, N M Joshi Marg, Lower Parel, Mumbai - 400 013. Email : helpdesk.evoting@cdslindia.com. Contact details 1800200 2553 / 022 - 2272 3333
22. The route map to the venue of AGM is provided in the Annual Report for easy location.
 23. The Company has appointed Mr. P. D. Vincent (FCS 3067 and CP. 7940), Practising Company Secretary, Kochi, as the Scrutinizer for conducting the e-voting process (including remote e-voting) in a fair and transparent manner.

24. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 2 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.
25. The results shall be declared forthwith upon receipt of the Scrutinizer's Report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kitexgarments.com, its Notice Board and on the website of CDSL and communicated to the stock exchanges where shares of the Company are listed.

Note on Item No.4

As per the provisions of Section 139 of the Companies Act, 2013, Messrs Varma & Varma Chartered Accountants, Kochi (FRN 0045325) Independent Auditors of the company retire at the ensuing Annual General Meeting and are eligible for re-appointment. However, the Independent Auditors have conveyed their unwillingness to be reappointed for further period as per provisions contained in Section 139 (9)(b). The Board of Directors of the Company has recommended the appointment of M/s. MSKA & Associates, Chartered Accountants, Chennai (FRN 105047W) as the Independent Auditors of the company for a term of 5 (Five) years from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting pursuant to Section 139 (9) (b) of the Companies Act, 2013.

Consent and certificate u/s 139 of the Act have been obtained from the new Independent Auditors to the effect that their appointment if made, shall be in accordance with the applicable provisions of the Act and rules issued thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. MSKA & Associates, Chartered Accountants, Chennai (FRN 105047W) have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Relevant documents in respect of the said items would be made available, for inspection by the members without payment of any fee, at the Registered Office of the Company between 11.00 AM and 1.00 P.M. on all working days up to the date of the Annual General Meeting.

None of the Directors/ Key Managerial Personnel or their relatives are concerned or interested, in the resolutions set out at item no. 4 of the accompanying notice.

PARTICULARS OF DIRECTOR(S) WHO IS PROPOSED TO BE RE-APPOINTED/ APPOINTED AT THE MEETING IS GIVEN BELOW.

A. Mrs. SINDHU CHANDRASEKHAR

Date of Birth	01.06.1969; 49 years of age
Qualification	Science Graduate
Expertise in specific functional areas	Mrs. Sindhu Chandrasekhar joined Kitex Group in April 1995 and later on inducted into Kitex Garments Limited in the year 1997. She has been holding various positions and presently holding the post of Manager (Finance). Mrs. Sindhu has been handling the Treasury Management of the company for a quite long period. She is instrumental in maintaining a perfect cash management system in the company during her tenure.
Directorship held in other Companies	<ul style="list-style-type: none"> • Kitex Herbals Limited • Kitex Infantswear Limited
Details of terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Refer Annexure B to the Directors Report
Details of the remuneration last drawn by such person	Refer Annexure B to the Directors Report
Date of first appointment on the Board	16.03.2015
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
Number of Meetings of the Board attended during the year and other Directorships	Refer Corporate Governance Report forming part of Annual Report
Chairman/member of the Committee of the Board of Directors of this Company	Refer Corporate Governance Report forming part of Annual Report
Committee Membership in other Companies	Nil
Shareholdings in the Company	Nil

ROUTE MAP TO THE 26TH ANNUAL GENERAL MEETING VENUE

