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: Ref. KGL/ SE/ 2018-19/ JUL/ 01

Date: July 6, 2018

The Secretary	The Secretary
BSE Limited Corporate Relationship Dept, 1st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai – 400001, Maharashtra	National Stock Exchange of India Ltd 'Exchange Plaza', Bandra - Kurla Complex Bandra (E), Mumbai- 400051, Maharashtra

SCRIPT No. 521248   SCRIPT No. KITEX

Dear Sir/ Ma'am,

Sub: - **COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED JUNE 30, 2018**

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 June 30, 2018.

Please take the above on record and acknowledge receipt.

Thanking you,

For **Kitex Garments Limited**

for Babu A
Company Secretary
& Compliance Officer

KITEX GARMENTS LTD. ★ KIZHAKKAMBALAM ★ P.O. ALWAYE 683 562

Enclosure: as above

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ending **June 30, 2018**

I. COMPOSITION OF BOARD OF DIRECTORS

Sl. No.	Name of the Director	PAN $ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure* (in months)	No of 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 Committee held in listed entities including this listed entity
1	Sabu Meckamkunnel Jacob	ACLPJ5484C & 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	NA	2	1	1
4	Benni Joseph	AFWPJ7313N & 01219476	Independent	12.01.2015	60 Months	1	1	1
5	E. M. Paulose	AQBPP1037H & 03563106	Independent	12.01.2015	60 Months	1	1	1
6	C. P. Philipose	AFAPP6734M & 01125157	Independent	10.06.2016	60 Months	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	• Mr. Benni Joseph • Prof. E. M. Paulose • Mr. C. P. Philipose	Chairperson and Independent Independent Independent

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2.	Nomination & Remuneration Committee	• Prof. E. M. Paulose • Mr. Benni Joseph • Mr. V. K. Lakshmi Narayanan	Chairperson and Independent Independent Non Executive
3.	Risk Management Committee (if applicable)	Not Applicable	Not applicable
4.	Stakeholders Relationship Committee	• 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)
February 9, 2018	April 25, 2018 & May 18, 2018	75 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			
April 25, 2018 & May 18, 2018	Yes. There was full quorum	February 9, 2018	75 days
Stakeholders relationship Committee			
May 18, 2018	Yes. There was full quorum	February 9, 2018	Not applicable
Nomination and Remuneration Committee			
May 18, 2018	Yes. There was full quorum	February 9, 2018	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

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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

- Audit Committee - **Yes**
- Nomination & remuneration committee - **Yes**
- Stakeholders relationship committee - **Yes**
- Risk management committee (applicable to the top 100 listed entities) - **NA**

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:

For **Kitex Garments Limited**

for

KITEX GARMENTS LTD. P.B. NO:5, KIZHAKKAMBALAM ALWAYE 683 562

Babu A.
Company Secretary
& Compliance officer

Kizhakkambalam
July 6, 2018