

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

(L18101KL1992PLC006528)

P. B. No. 5, Kizhakkambalam - 683562, Alwaye, Kochi, Kerala

Phone: 91 484 4142000, Fax: 91 484 2680604

Email: kgl@kitexgarments.com website: www.kitexgarments.com

Ref. KGL/SE/2018-19/JAN/01

January 5, 2019

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
DECEMBER 31, 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 December 31, 2018.

Please take the above on record and acknowledge receipt.

Thanking you,

For **Kitex Garments Limited****Mithun B Shenoy**

Company Secretary & Compliance Officer



Enclosure: as above

Name of Listed Entity: **KITEX GARMENTS LIMITED**
Quarter ending **December 31, 2018**

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 Relationship Committee held in listed entities including this listed entity
1	Mr. Sabu M. Jacob	ACLPJ5484C & 00046016	Chairman & MD	16.08.2015	NA	1	1	Nil
2	Mrs. Sindhu Chandrasekhar	AEHPC8746G & 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	Mr. Benni Joseph	AFWPJ7313N & 01219476	Independent	12.01.2015	60 Months	1	1	1
5	Mr. E. M. Paulose	AQBPP1037H & 03563106	Independent	12.01.2015	60 Months	1	1	1
6	Mr. C. P. Philipose	AFAPP6734M & 01125157	Independent	10.06.2016	60 Months	1	1	Nil

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	Chairman and Non Executive Independent Director Non Executive Independent Director Non Executive Independent Director
2.	Nomination & Remuneration Committee	• Prof. E. M. Paulose • Mr. Benni Joseph • Mr. K. L.V. Narayanan	Chairman and Non Executive Independent Director Non Executive Independent Director Non Executive Director
3.	Risk Management Committee (if applicable)	Not Applicable	Not applicable
4.	Stakeholders Relationship Committee	• Mr. K. L.V. Narayanan • Mrs. Sindhu Chandrasekhar • Mr. Sabu M. Jacob	Chairman and Non Executive Director Executive Director Executive Director

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)
02.07.2018	-	41 days
13.08.2018	12.10.2018	59 days
-	05.11.2018	23 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			
	Yes. There was full quorum.	02.07.2018	41 days
12.10.2018	Yes. There was full quorum.	13.08.2018	59 days
05.11.2018	Yes. There was full quorum.		23 days
Stakeholders relationship Committee			
05.11.2018	Yes. There was full quorum.	13.08.2018	Not applicable
Nomination and Remuneration Committee			
05.11.2018	Yes. There was full quorum.	13.08.2018	Not applicable

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

VI. AFFIRMATIONS

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **(Yes)**
- 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)
- 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)**
- 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)**
- 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 5, 2019



For KiteX Garments Limited

Mithun B. Shenoy
Company Secretary & Compliance officer