

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time, the Company is seeking the approval of the Members for the matters as considered in the resolutions appended below, through Postal Ballot i.e., voting by post or by electronic means, as the case may be.

The Explanatory Statement pertaining to the resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Vincent P. D., Managing Partner, SVJS & Associates, Company Secretaries, Kochi as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the enclosed self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer not later than 5 P.M. on March 30, 2019. If any Postal Ballot is received after 5 P.M. on March 30, 2019, it will be considered that no reply from such Member has been received and such Postal Ballot form would not be considered.

SPECIAL BUSINESS:

1. CONTINUATION OF DIRECTORSHIP OF MR. E. M. PAULOSE, NON-EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE OF ABOVE 75 YEARS

To consider, and if thought fit, to pass with or without the modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the directorship of Mr. E. M. Paulose (DIN: 03563106), as the Non-Executive Independent Director of the Company, who has attained the age of above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term i.e., January 11, 2020."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard."

2. CONTINUATION OF DIRECTORSHIP OF MR. C. P. PHILOPOSE, NON-EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE OF ABOVE 75 YEARS

To consider, and if thought fit, to pass with or without the modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the directorship of Mr. C. P. Philipose (DIN: 01125157), as the Non-Executive Independent Director of the Company, who has attained the age of above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term i.e., June 9, 2021."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard."

By Order of the Board of Directors of
Kitex Garments Limited

Kizhakkambalam
14.02.2019

Mithun B. Shenoy
Company Secretary
(ACS No: 30796)

NOTES:

1. Explanatory statement setting out material facts concerning items of business to be transacted, pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is appended herein below.
 2. The Postal Ballot Notice is being sent to all the Members, whose name appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on February 15, 2019 (cut-off date). Member(s) whose names appear on the Register of Members/ List of Beneficial Owners as on the cut off date will be considered for the purpose of voting/ e-voting. The voting rights of Members shall be in proportion of their shares of the paid-up Equity Share Capital of the Company. A person who is not a Member as on the Cut off date should treat this Notice for information purpose only.
 3. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form with their Depository Participants/ Company's Registrar and Share Transfer Agent (RTA). For those members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal ballot form can download the Postal Ballot form from the link www.kitexgarments.com or www.evotingindia.com or seek duplicate Postal Ballot form from M/s. Cameo Corporate Services Limited, Unit: Kitex, Subramanian Building No. 1, Club House Road, Chennai 600002, website: www.cameoindia.com fill in the details and send the same to the Scrutinizer.
 4. Member(s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5 PM on March 30, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.
 5. Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
 6. The e-voting shall commence on March 1, 2019 (9:00 AM) and shall end on March 30, 2019 (5:00 PM). The remote e-voting module shall be disabled by CDSL for voting thereafter.
 7. Postal Ballot Form should be completed and signed by the Member(s) as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. There will be only one Postal Ballot Form for every Client ID/ Folio No. irrespective of the number of joint holders.
 8. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing () in the appropriate column.
 9. A Member cannot exercise his/ her vote through proxy on Postal Ballot.
 10. The Member can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot forms will be treated as invalid.
 11. In case of equity shares held by companies, institutional shareholders (FPIs/ Foreign Institutional Investors/ Trust/ Mutual Funds/ Banks etc.), duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/ Authority letter together with the attested specimen signature(s) of the duly authorised signatory (ies) who are authorised to vote by Postal Ballot, shall be sent to the Scrutinizer.
 12. The Scrutinizer will submit his report to the Chairman & Managing Director/ Company Secretary after completion of the scrutiny of the Postal Ballots and e-Voting, on or before April 1, 2019 and the result of the Postal Ballot including voting through electronic means will be announced on Monday, April 1, 2019 (at 5:00 PM) at the Company's Registered Office of the Company by the Chairman & Managing Director/ Company Secretary of the Company. The results of the Postal Ballot will also be displayed at the Registered Office at P. B. No. 5, Kizhakkambalam, Alwaye - 683562, Kochi, Kerala and shall be intimated to the Stock Exchanges where securities of the Company are listed (viz., BSE: www.bseindia.com and NSE: www.nseindia.com) and will be hosted along with the Scrutinizer's report on the Company's website: www.kitexgarments.com and CDSL website: www.evotingindia.com.
 13. Relevant documents referred to in the Notice and the Statement are available for inspection by the Members at the Registered Office of the Company from 11 am to 5 pm on all working days from the date of dispatch of the Notice till the last date for voting.
 14. The Board of Directors has appointed Mr. Mithun B Shenoy, Company Secretary and Compliance Officer of the Company as the designated person responsible for the entire Postal Ballot process.
 15. 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 by electronic means as part of Postal Ballot process and the business may be transaction 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.
- "Cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as Feb 15, 2019. 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two characters 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#	<p>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.</p> <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) 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

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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. The official designated to address the grievances in this regard will be Mr. Rakesh Dalvi, Manager and can be contacted at helpdesk.evoting@cdslindia.com or at 18002005533.

EXPLANATORY STATEMENT

(As per Section 102 read with Section 110 of the Companies Act, 2013)

Item No. 1 & 2

Pursuant to the Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 9, 2018 prescribes that listed entity shall not appoint a person or continue directorship of any person as a Non-Executive Director(s) who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. E. M. Paulose and Mr. C. P. Philipose, were appointed as the Non-Executive Independent Directors of the Company in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, at the 23rd and 24th Annual General Meeting held on June 4, 2015 and June 10, 2016 for a period of five years upto January 11, 2020 and June 9, 2021. In the opinion of the Board, they fulfill the conditions specified under this Act for such appointments and that the proposed directors are independent of the management.

Since Mr. E. M. Paulose and Mr. C. P. Philipose has attained the age of 75 years and their term is valid till January 11, 2020 and June 9, 2021, the Board of Directors at its meeting held on Feb 14, 2019, decided to seek the approval of the shareholders by way of special resolution.

The brief Profile of both the directors including the information required to be furnished under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 on General Meetings are given below:

1. Mr. E. M. Paulose

Name of Director	Mr. E. M. Paulose		
Mr. E. M. Paulose	05.10.1936; 83 years of age		
DIN	03563106		
Nationality	Indian		
Qualification	Post Graduate in Economics		
Date of first appointment on the Board	04.07.2011		
Expertise/ Experience in specific functional areas	He was the Principal of M. A. College, Kothamangalam, Ernakulam for more than two decades. He was also the Director of U. C. College, Aluva. In his career of over 45 years, he did various important assignments in his professional area, presented various papers at both national and international forums.		
Directorship held in other Companies	Kitex Childrenswear Limited		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil		
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Mr. E. M. Paulose was appointed as the Non-Executive Independent Directors of the Company in accordance with the provisions of the Companies Act, 2013 at the 23rd Annual General Meeting held on June 4, 2015 for a period of five years upto January 11, 2020. His remuneration shall be based on sitting fees per meeting.		
number of Meetings of the Board attended during the year	Held		5
	Attended		5
Chairman/ member of the Committee of the Board of Directors of this Company	Name of Company	Name of Committee	Chairman/ Member
	Kitex Garments Ltd	Audit Committee	Member
	Kitex Garments Ltd	Nomination & Remuneration Committee	Chairman
Committee Membership in other Companies	Name of Company	Name of Committee	Chairman/ Member
	Kitex Childrenswear Ltd	Audit Committee	Chairman
	Kitex Childrenswear Ltd	Nomination & Remuneration Committee	Member
Shareholdings in the Company	140		

2. Mr. C. P. Philipose

Name of Director	Mr. C. P. Philipose		
Mr. E. M. Paulose	11.04.1943; 76 years of age		
DIN	01125157		
Nationality	Indian		
Qualification	M. Tech		
Date of first appointment on the Board	20.07.2015		
Experience/ Expertise in specific functional areas	Mr. C. P. Philipose, a businessman by profession having more than 43 years of experience in establishing and maintaining various production lines in his capacity as a director on the board of various companies in Sevana Group.		
Directorship held in other Companies	Sevana Engineering Research Centre Pvt Ltd		
	Sevana Medineeds Pvt Ltd		
	Sevana Foundation		
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Mr. C. P. Philipose was appointed as the Non-Executive Independent Directors of the Company in accordance with the provisions of the Companies Act, 2013 at the 24th Annual General Meeting held on June 10, 2016 for a period of five years upto June 9, 2021. His remuneration shall be based on sitting fees per meeting.		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil		
number of Meetings of the Board attended during the year	Held		5
	Attended		5
Chairman/ member of the Committee of the Board of Directors of this Company	Name of Company	Name of Committee	Chairman/ Member
	Kitex Garments Ltd	Audit Committee	Member
Committee Membership in other Companies	Nil		
Shareholdings in the Company	140		

Keeping in view the experience of and contributions made by Mr. E. M. Paulose and Mr. C. P. Philipose who have attained the age of above 75 years, the Board recommends the Special Resolutions set out in Item Nos. 1 and 2 for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Persons of the Company except by Mr. E. M. Paulose and Mr. C. P. Philipose and their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item Nos.1 and 2 of the Notice.

By Order of the Board of Directors of
Kitex Garments Limited

Kizhakkambalam
14.02.2019

Mithun B. Shenoy
Company Secretary
(ACS No: 30796)