

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ending **June 30, 2019**

### 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 Relationship Committee held in listed entities including this listed entity
1	Mr. Sabu M. Jacob	ACL PJ5484C & 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	Nil	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	Nil
6	Mr. C. P. Philipose	AFAPP6734M & 01125157	Independent	10.06.2016	60 Months	1	1	Nil

### II. COMPOSITION OF COMMITTEES

Sl. No.	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) \$
1.	Audit Committee	<ul style="list-style-type: none"> <li>Mr. Benni Joseph</li> <li>Prof. E. M. Paulose</li> <li>Mr. C. P. Philipose</li> </ul>	Chairman and Non Executive Independent Director Non Executive Independent Director Non Executive Independent Director
2.	Nomination & Remuneration Committee	<ul style="list-style-type: none"> <li>Prof. E. M. Paulose</li> <li>Mr. Benni Joseph</li> <li>Mr. K. L.V. Narayanan</li> </ul>	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	<ul style="list-style-type: none"> <li>Mr. K. L.V. Narayanan</li> <li>Mrs. Sindhu Chandrasekhar</li> <li>Mr. Sabu M. Jacob</li> <li>Benni Joseph</li> </ul>	Chairman and Non Executive Director Executive Director Executive Director Non Executive Independent Director

### 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)
14.02.2019	20.05.2019	95 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			
20.05.2019	Yes. There was full quorum.	14.02.2019	95 days
Stakeholders relationship Committee			
20.05.2019	Yes. There was full quorum.	Nil	Not applicable
Nomination and Remuneration Committee			
20.05.2019	Yes. There was full quorum.	14.02.2019	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

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

For **Kitex Garments Limited**

Kizhakkambalam  
July 8, 2019

**Mithun B. Shenoy**  
Company Secretary & Compliance officer