

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ending : **DECEMBER 31, 2019**

### I. COMPOSITION OF BOARD OF DIRECTORS

Sl. No.	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in months)	Date of Birth	No of Directorship in listed entities including this listed entity  [in reference to Reg 17A(1)]	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to reg 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Reg 26(1) of Listing Reg)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Reg 26(1) of Listing Reg)
1	Mr. Sabu M. Jacob	ACLPJ5484C & 00046016	Chairman & MD	16.08.1993	16.08.2015	-	NA	11.05.1962	1	-	2	Nil
2	Mrs. Sindhu Chandrasekharan	AEHPC8746G & 06434415	Executive Director	16.03.2015	16.03.2015	-	NA	01.06.1969	1	-	2	Nil
3	Mr. K.L.V. Narayanan	AAOPV7914J & 01273573	Non Executive Director	04.04.2013	04.06.2015	-	Nil	02.04.1957	2	-	1	1
4	Mr. Benni Joseph	AFWPJ7313N & 01219476	Independent Director	12.01.2015	12.01.2015	-	60 Months	12.04.1957	1	1	3	1
5	Mr. E. M. Paulose	AQBPP1037H & 03563106	Independent Director	04.07.2011	12.01.2015	-	60 Months	05.10.1936	1	1	2	Nil
6	Mr. C. P. Philipose	AFAPP6734M & 01125157	Independent Director	20.07.2015	10.06.2016	-	60 Months	11.04.1943	1	1	1	Nil

<sup>s</sup> PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup> 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.

<sup>\*</sup> 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	Whether Regular chairperson appointed	Name of Committee members	Category  (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>s</sup>	Date of Appointment	Date of Cessation
1.	Audit Committee	Yes.	<ul style="list-style-type: none"> <li>Mr. Benni Joseph</li> <li>Prof. E. M. Paulose</li> <li>Mr. C. P. Philipose</li> </ul>	Chairperson and Independent Director  Independent Director  Independent Director	19-10-2015  19-10-2015  19-10-2015	-  -  -

2.	Nomination & Remuneration Committee	Yes.	<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>	Chairperson and Independent Director Independent Director Non Executive Director	19-10-2015 19-10-2015 19-10-2015	- - -
3.	Risk Management Committee <i>(if applicable)</i>	Not Applicable	Not Applicable	Not applicable		
4.	Stakeholders Relationship Committee	Yes.	<ul style="list-style-type: none"> <li>• Mr. K. L. V. Narayanan</li> <li>• Mrs. Sindhu Chandrasekharan</li> <li>• Mr. Sabu M. Jacob</li> <li>• Mr. Benni Joseph</li> </ul>	Chairperson and Non Executive Director Executive Director Executive Director Independent Director	19-10-2015 19-10-2015 19-10-2015 19-10-2015	- - - -
5	CSR Committee	Yes	<ul style="list-style-type: none"> <li>• Mr. Sabu M. Jacob</li> <li>• Mr. Benni Joseph</li> <li>• Mr. K. L. V. Narayanan</li> <li>• Mr. C. P. Philipose</li> </ul>	Executive Director Independent Director Non Executive Director Independent Director	19-10-2015 19-10-2015 19-10-2015 19-10-2015	

& *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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
05.07.2019	-	Yes	6	3	-
14.08.2019	-	Yes	6	3	40
-	09.11.2019	Yes	5	2	87

\* *to be filled in only for the current quarter meetings*

### IV. MEETING OF COMMITTEES

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
09.11.2019	Yes	2	2	14.08.2019	87
Stakeholders relationship Committee					
-	NA	-	-	14.08.2019	-
Nomination and Remuneration Committee					
-	NA	-	-	05.07.2019	-
CSR Committee					
09.11.2019	Yes	3	2	-	-

\* *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

### 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: **(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  
January 4, 2020

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