



**SECRETARIAL COMPLIANCE REPORT OF KITEX GARMENTS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Kitex Garments Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Building no. VI/496, Kizhakkambalam, Vilangu P.O., Aluva, Vilangu, Ernakulam, Kunnathunad, Kerala, India-683561. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We SVJS & Associates, Company Secretaries, Kochi have examined:

- a) all the documents and records made available to us and explanation provided by Kitex Garments Limited ("the listed entity"), the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, arising from the compliances of specific Regulations listed below,
- b) the filings/ submissions made by the listed entity to the stock exchanges in connection with the above,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report,



for the financial year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	As per Regulation 6 (1) of the Securities and Exchange Board of India (Listing	Regulation 6(1) of Securities	Company appointed Mr. Bobby Michael who is not a	No action taken	Nil	Company appointed Mr. Bobby Michael who is not a	Nil	Company appointed Mr. Bobby Michael who	The vacancy in the office of the Compliance	Management response

	Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall appoint a qualified company secretary as the compliance officer	s and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	qualified company secretary as the compliance officer w.e.f 11/06/2023.			qualified company secretary as the compliance officer w.e.f 11/06/2023.		is not a qualified company secretary as the compliance officer w.e.f 11/06/2023.	Officer was filled by appointing a company secretary as compliance officer on 04.09.2023 within the period of three months	onse is self explanatory
2.	<p>As per Regulation 6 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any vacancy in the office of the Compliance Officer shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy.</p> <p>Provided that the listed entity shall not fill such vacancy by appointing a person in interim capacity, unless such appointment is made in accordance with the laws applicable in case of a fresh appointment to such office and the obligations under such laws are made applicable to such person</p>	Regulation 6(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Company appointed Mr. Bobby Michael who is not a qualified company secretary as the compliance officer w.e.f 11/06/2023 and continued as Compliance Officer after 15.07.2023 (the date on which Sub regulation (1A) came into force.	No action taken	Nil	Company appointed Mr. Bobby Michael who is not a qualified company secretary as the compliance officer w.e.f 11/06/2023 and continued as Compliance Officer after 15.07.2023 (the date on which Sub regulation (1A) came into force.	Nil	Company appointed Mr. Bobby Michael who is not a qualified company secretary as the compliance officer w.e.f 11/06/2023 and continued as Compliance Officer after 15.07.2023 (the date on which Sub regulation (1A) came into force.	The vacancy in the office of the Compliance Officer was filled by appointing a company secretary as compliance officer on 04.09.2023 within the period of three months	Management response is self explanatory

3.	As per Regulation 27 (2) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, The report mentioned in clause (a) of sub-regulation (2) shall be signed either by the compliance officer or the chief executive officer of the listed entity.	Regulation 27(2)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,	The compliance report on corporate governance for the quarter ended June 2023 was signed by CFO and not CEO.	No action taken	Nil	The compliance report on corporate governance for the quarter ended June 2023 was signed by CFO and not CEO.	Nil	The compliance report on corporate governance for the quarter ended June 2023 was signed by CFO and not CEO.	The compliance report was signed by the compliance officer appointed in the interim period	Management response is self explanatory
----	--	--	--	-----------------	-----	--	-----	--	--	---

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: NA

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity	Management Response	Remarks
---------	--	---	---	---	--	---	---------------------	---------

				the listed entity				
	There are no Observations in the secretarial compliance report for the previous financial year.	The observations in the reports pertaining to the periods prior to the previous year ie 31.03.2022 has already been covered in previous reports.	NA	NA	None	NA	NA	NA

II. We hereby report that, during the review period, the compliance status of the listed entity with the following requirements is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Nil
2.	Adoption and timely updation of the Policies:	Yes	Nil

	<ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/circulars/guidelines issued by SEBI 		
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes Yes	Nil Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and	Yes	Nil

	disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes	Nil
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any:	NA	No actions were taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock

	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		Exchanges under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of auditor during the period under review.
13.	Additional Non-compliances observed, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	No additional non-compliance were observed for any SEBI regulation/circular/guidance note etc.

Assumptions and Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

UDIN: F003067F000482898

Peer Review Certificate No.648 /2019

For SVJS & Associates

Company Secretaries

Vincent P.D.

Managing Partner

CP No.: 7940, FCS: 3067

Kochi

29.05.2024