



**SECRETARIAL COMPLIANCE REPORT OF KITEX GARMENTS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025**

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 31.03.2025 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, 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 2025 ("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;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 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 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular of Bombay Stock Exchange and National Stock Exchange, no listed entity shall appoint a person | Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Mr. Amparyil Kurien Mathew (DIN: 02437778) aged 81 years was appointed as an Additional Director (Non-Executive) | BSE Limited and National Stock Exchange of India Limited | Fine imposed. | Mr. Amparyil Kurien Mathew (DIN: 02437778) aged 81 years was appointed as an Additional Director (Non-Executive) | Rs. 1,06,200/- each by both stock exchanges. (includ | Mr. Amparyil Kurien Mathew (DIN: 02437778) aged 81 years was appointed as an | The Company has paid the fine under protest and filed an appeal before Securities | Nil |

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| | <p>or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person;</p> <p>As per the master circular, appointment of a non-executive director into the board of the company, who is already exceeding the age of 75 years, shall be processed once special resolution in terms of regulation 17(1A) as per SEBI LODR Regulations, 2015, is passed.</p> <p>Mr. Amparyil Kurien Mathew (DIN: 02437778) aged 81 years was appointed as an Additional Director (Non-Executive Independent Director) of the Company on 14.08.2024 and the special resolution was passed only on 28.09.2024.</p> | ns and Disclosure Requirements) Regulations, 2015 read with Master Circular of Bombay Stock Exchange and National Stock Exchange | Independent Director) of the Company on 14.08.2024 and the special resolution was passed only on 28.09.2024. | | | Independent Director) of the Company on 14.08.2024 and the special resolution was passed only on 28.09.2024. | ding GST) | Additional Director (Non-Executive Independent Director) of the Company on 14.08.2024 and the special resolution was passed only on 28.09.2024. | Appellate Tribunal. | |
| 2. | As per regulation 7(2) (a) and (b) of the Securities and Exchange Board of | Regulation 7(2) (a) and (b) of | Mr. Saji Kurian, one of the designated persons of the | Nil | Nil | Mr. Saji Kurian, one of the designated | Nil | Mr. Saji Kurian, one of the designated | The Company is taking immediate | Nil |

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| <p>India (Prohibition of Insider Trading) Regulations, 2015, (a). Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;</p> <p>(b). Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.</p> <p>Mr. Saji Kurian, one of the designated persons of the Company has traded in the securities of the Company during the quarter ended June 2024 and December 2024 which aggregated to a</p> | <p>the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015</p> | <p>Company has traded in the securities of the Company during the quarter ended June 2024 and December 2024 which aggregated to a traded value in excess of ten lakh rupees during both calendar quarters. Further, no intimation in this regard is seen made to stock exchanges.</p> | | | <p>persons of the Company has traded in the securities of the Company during the quarter ended June 2024 and December 2024 which aggregated to a traded value in excess of ten lakh rupees during both calendar quarters. Further, no intimation in this regard is seen made to stock exchanges.</p> | | <p>persons of the Company has traded in the securities of the Company during the quarter ended June 2024 and December 2024 which aggregated to a traded value in excess of ten lakh rupees during both calendar quarters. Further, no intimation in this regard is seen made to stock exchanges.</p> | <p>corrective action upon becoming aware of the matter and is issuing a formal advisory to its designated personnel to ensure strict adherence to protocols and prevent any recurrence in the future.</p> | |
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| | traded value in excess of ten lakh rupees during both calendar quarters. Further, no intimation in this regard is seen made to stock exchanges. | | | | | | | | | |
| 3. | <p>As per clause 13 of schedule B of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the code of conduct shall specify that in case it is observed by the listed company required to formulate a code of conduct under sub-regulation (1) of regulation 9, that there has been a violation of these regulations, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.</p> <p>Violation by way of non intimation on trading by Mr.Saji Kurian in excess of Rs.10 lakhs is not seen intimated to stock exchanges.</p> | Clause 13 of schedule B of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 | Violation by way of non intimation on trading by Mr.Saji Kurian in excess of Rs.10 lakhs is not seen intimated to stock exchanges. | Nil | Nil | Violation by way of non intimation on trading by Mr.Saji Kurian in excess of Rs.10 lakhs is not seen intimated to stock exchanges. | Nil | Violation by way of non intimation on trading by Mr.Saji Kurian in excess of Rs.10 lakhs is not seen intimated to stock exchanges. | The Company is taking immediate corrective action upon becoming aware of the matter and is issuing a formal advisory to its designated personnel to ensure strict adherence to protocols and prevent any recurrence in the future. Steps are being taken to ensure compliance in future. | Nil |

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

| 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 the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|---|--|--|--|--|---|
| 1. | Company appointed Mr. Boby Michael who is not a qualified company secretary as the compliance officer w.e.f 11/06/2023. | The observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports. | As per Regulation 6 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall appoint a qualified company secretary as the compliance officer | Company appointed Mr. Boby Michael who is not a qualified company secretary as the compliance officer w.e.f 11/06/2023. | 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. |
| 2. | Company appointed Mr. Boby 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 observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports. | 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. Provided that the listed entity shall not fill such | Company appointed Mr. Boby Michael who is not a qualified company secretary as the compliance officer w.e.f 11/06/2023 and continued as Compliance | 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. |

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| | | | 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. | Officer after 15.07.2023 (the date on which Sub regulation (1A) came into force. | | |
| 3. | The compliance report on corporate governance for the quarter ended June 2023 was signed by CFO and not CEO. | The observations in the reports pertaining to the periods prior to the previous year ie 31.03.2023 has already been covered in previous reports. | 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. | 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. |

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 | Yes | Nil |

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| | Standards (SS) issued by the Institute of Company Secretaries India (ICSI). | | |
| 2. | <p>Adoption and timely updation of the Policies:</p> <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 | Yes | Nil |
| 3. | <p>Maintenance and disclosures on Website:</p> <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. | <p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p> | Yes | Nil |
| 5. | <p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> | Yes | Nil |

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| | (b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | Nil |
| 6. | <p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | Nil |
| 7. | <p>Performance Evaluation:</p> <p>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.</p> | Yes | Nil |
| 8. | <p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>(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.</p> | Yes | Nil |
| 9. | <p>Disclosure of events or information:</p> <p>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.</p> | Yes | Nil |
| 10. | <p>Prohibition of Insider Trading:</p> | Yes | Nil |

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| | The listed entity is in compliance with Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015. | | |
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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</p> | No | Actions taken against the listed entity by stock exchanges are disclosed under table I(a) of this report. |
| 12. | <p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>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.</p> | NA | There was no resignation of auditor during the period under review. |
| 13. | <p>Additional Non-compliances observed, if any:</p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc.</p> | No | Certain acquisitions and change in holding are not seen disclosed by acquirer under regulation 29(1), 29(2) and 29 (3) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the Company and stock exchanges. |

We further, report that the listed entity is not required to comply with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations as the Company does not have any Employee Benefit Schemes.

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: F003067G000513445

Peer Review Certificate No. 6215/2024

Firm Registration No. P2008KE017900

For SVJS & Associates

Company Secretaries

Vincent P.D.

Managing Partner

CP No.: 7940, FCS: 3067

Kochi

30.05.2025