



**Kitex Garments Limited**

PB.NO.5, KIZHAKKAMBALAM - 683 562, KOCHI, KERALA, INDIA.  
PHONE : 91 484 4142000, FAX : 91 484 2680604

E-mail : kgl@kitexgarments.com  
CIN: L18101KL1992PLC006528  
www.kitexgarments.com

Ref: KGL/23<sup>rd</sup> AGM/06.06.2015

Date: 06 June, 2015

Ref :

Date:

- (1) **Dept.of Corporate Services /  
Corporate Relationship Department  
Bombay Stock Exchange Limited  
Floor 25, P.J Towers  
Dalal Street, Mumbai-400023**
  
- (2) **National Stock Exchange of India Limited,  
Exchange Plaza, Plot No. C/1,'G' Block,  
Bandra Kurla Complex,  
Bandra (East), MUMBAI 400 051**

**Ref: Scrip Code 521248 (BSE ) and KITEX (NSE)**

Dear Sir,

**Sub: Regarding information under the Listing Agreement Clause 35A and  
AGM matters**

This is to inform you that the 23<sup>rd</sup> Annual General meeting (AGM) of the Members of the Company was held on 4<sup>th</sup> June, 2015 at the Registered Office of the Company at Kizhakkambalam, Kochi, Kerala. We would like to give the following information in connection with the AGM held :

1. Total No.of shareholder on the cut-off date viz., 28<sup>th</sup> May, 2015 : 17893 shareholders
2. No.of shareholders present at the meeting either in person or through proxy :-

Sr.No.	Category	In person	Through Proxy	Total
1	Promoters and Promoter Group	6	-	6
2	Public	88	6	94
	Total	94	6	100

3. No.of shareholders attended the meeting through video conferencing :- Not applicable

Sr.No.	Category	No video conferencing facility was established for the AGM
1	Promoters and Promoter group	
2	Public	

Details of business transacted at the 23<sup>rd</sup> Annual General Meeting :-



13

**Agenda-wise**

<b>Item No.</b>	<b>Details of Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of voting (Show of hands/ Poll/Postal Ballot /E-voting)</b>	<b>Remarks</b>
1.	To consider and adopt the Annual Accounts for the year ended 31 <sup>st</sup> March, 2015 & Report of Directors and Independent Auditors thereon	Ordinary Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority
2.	To declare a dividend on Equity Shares for 2015	Ordinary Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority
3.	To re-appoint Mr. K L V Narayanan, who retires by rotation	Ordinary Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority
4.	To re-appoint M/s. Kolath & Co, Chartered Accountants as Independent Auditors and fixation of their remuneration	Ordinary Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority
5.	To amend the Articles of Association by a new set of Articles of Association as per new Companies Act, 2013	Special Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority
6.	To appoint Prof. E M Paulose as a Independent Director not liable to retire by rotation	Ordinary Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority
7.	To appoint Mr. Benni Joseph as a Independent Director not liable to retire by rotation	Ordinary Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority
8.	Re-appointment of Mr.Sabu M Jacob as Chairman & Managing Director for a further term of 5 years w.e.from 16.08.2015 not liable to retire by rotation	Ordinary Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority
9.	To appoint Ms.Sindhu Chandrasekhar as Whole-time Director designated as Woman Director, liable to retire by rotation	Ordinary Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority
10.	To increase the Authorized Capital of the Company to Rs.25.00 Crores	Ordinary Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority
11.	To amend the Capital Clause of Memorandum of Association for increase in Authorized Capital to Rs.25.00 crores	Ordinary Resolution	<b>E-voting &amp; Poll</b>	The Resolution was passed with the requisite majority



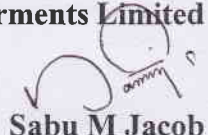
*[Handwritten signature]*

**Based on the scrutinizer report, we inform you that all the aforesaid resolutions have been passed with the requisite majority. You are requested to kindly take note of the same.**

We are also enclosing herewith the Scrutinizer's report dated 5<sup>th</sup> June, 2015 and the proceedings of the Annual General Meeting held on 4<sup>th</sup> June, 2015.

Thanking you,

Yours faithfully,  
**For Kitex Garments Limited**



**Sabu M Jacob**  
**Chairman & Managing Director**



**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR  
M/s. Kitex Garments Limited**

To

Mr. Sabu M Jacob

**The Chairman**

23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **M/s. Kitex Garments Limited** held on Thursday, 04<sup>th</sup> June, 2015 at Building No.9/536A, Kizhakkambalam, Kochi-683 562.

Sub: Passing of Resolution through Electronic Voting and Poll conducted at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of M/s. Kitex Garments Limited.

I, CS. P. D. Vincent., Company Secretary in Practice, holding Membership Number: FCS-3067 and Certificate of Practice Number - 7940, Senior Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 has been appointed as Scrutinizer for the Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of M/s. Kitex Garments Limited (CIN: L18101KL1992PLC006528), held on Thursday, 04<sup>th</sup> June, 2015, at Building No.9/536A, Kizhakkambalam, Kochi-683 562.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility for the electronic voting to the shareholders of the Company from Monday, 01st June, 2015 (9.00 AM) to Wednesday, 03rd June 2015 (5.00 PM). M/s. Cameo Corporate Services Limited is the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me on 04<sup>th</sup> June, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 05<sup>th</sup> June, 2015 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 04<sup>th</sup> June, 2015 attached herewith.

The result of the E-voting together with that of the Poll is as under:

Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
<b>ORDINARY BUSINESS</b>						
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2015	E-voting	17582553	100	220	0
		Poll	14279381	100	0	0
		<b>Total</b>	<b>31861934</b>	<b>100</b>	<b>220</b>	<b>0</b>
2	Declaration of Dividend	E-voting	17582967	100	0	0
		Poll	14279371	100	10	0
		<b>Total</b>	<b>31862338</b>	<b>100</b>	<b>10</b>	<b>0</b>
3	Re-appointment of Retiring Director, Shri. K. L. V. Narayanan (DIN: 01273573)	E-voting	17580542	99.99	2076	0.01
		Poll	14279321	100	60	0
		<b>Total</b>	<b>31859863</b>	<b>99.99</b>	<b>2136</b>	<b>0.01</b>
4	Appointment of Statutory Auditors, M/s. Kolath & Co, Chartered Accountants and fixation of remuneration thereof.	E-voting	17580542	99.99	2076	0.01
		Poll	14279371	100	10	0
		<b>Total</b>	<b>31859913</b>	<b>99.99</b>	<b>2086</b>	<b>0.01</b>
<b>SPECIAL BUSINESS (SPECIAL RESOLUTION)</b>						
5	Alteration of Articles of Association as per Companies Act, 2013	E-voting	17582203	100	220	0
		Poll	14279371	100	10	0
		<b>Total</b>	<b>31861574</b>	<b>100</b>	<b>230</b>	<b>0</b>
<b>SPECIAL BUSINESS (ORDINARY RESOLUTION)</b>						
6	Appointment of Prof. E. M. Paulose (DIN: 03563106) as an Independent Director	E-voting	17580571	99.99	2012	0.01
		Poll	14279231	100	50	0
		<b>Total</b>	<b>31859802</b>	<b>99.99</b>	<b>2062</b>	<b>0.01</b>
7	Appointment of Mr. Benni Joseph (DIN: 01219476) as an Independent Director	E-voting	17580250	99.99	2087	0.01
		Poll	14279371	100	10	0
		<b>Total</b>	<b>31859621</b>	<b>99.99</b>	<b>2097</b>	<b>0.01</b>
8	Appointment of Mr. Sabu M Jacob (DIN: 00046016) as the Chairman and Managing Director	E-voting	10049035	98.27	221873	2.16
		Poll	14279371	100	10	0
		<b>Total</b>	<b>24328406</b>	<b>99.10</b>	<b>221883</b>	<b>0.90</b>

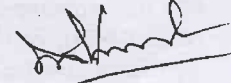


9	Appointment of Mrs. Sindhu Chandrasekhar (DIN: 06434415) as the Whole-Time Director	E-voting	17582326	100	<b>282</b>	<b>0</b>
		Poll	14279371	100	<b>0</b>	<b>0</b>
		<b>Total</b>	<b>31861697</b>	<b>100</b>	<b>282</b>	<b>0</b>
10.	Increase in the Authorized Share Capital from Rs. 5 Crores to Rs. 25 Crores	E-voting	17362133	99	220890	<b>1.26</b>
		Poll	14279371	100	<b>10</b>	<b>0</b>
		<b>Total</b>	<b>31641504</b>	<b>99.30</b>	<b>220900</b>	<b>0.70</b>
11.	Alteration of Memorandum of Association	E-voting	17361449	99	221150	<b>1.26</b>
		Poll	14279371	100	<b>10</b>	<b>0</b>
		<b>Total</b>	<b>31640820</b>	<b>99.30</b>	<b>221160</b>	<b>0.70</b>

All the Resolutions stand passed under E-Voting and Poll as Ordinary/Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully



CS P.D. Vincent

FCS: 3067; CP: 7940



Kochi

05.06.2015

P.S: IN THE CASE OF RESOLUTION NO.S 6 AND 8 THE VOTES OF THE RESPECTIVE INTERESTED DIRECTORS HAVE BEEN EXCLUDED FROM THE VOTES CAST

**SVJS & Associates**  
**Company Secretaries**



**Corp. Office :** 39/3519 B, 1st Floor  
Padmam Apartments, Ravipuram, Kochi  
Ernakulam, Kerala, India - 682 016

www.svjs.in  
info@svjs.in / svjsassociates@gmail.com

Tele - Fax : +91 484 4030578  
+91 484 2356449 (Regd. Office)  
+91 484 2357039 (Corp. Office)

**FORM No. MGT-13**  
**Report of Scrutinizer**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To  
Mr. Sabu M Jacob  
**The Chairman**

23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **M/s. Kitex Garments Limited**  
held on Thursday, 04<sup>th</sup> June, 2015 at Building No.9/536A, Kizhakkambalam, Kochi-683 562.

Dear Sir,

I, CS. P. D. Vincent., Company Secretary in Practice, holding Membership Number: FCS-3067 and Certificate of Practice Number - 7940, Senior Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of M/s. Kitex Garments Limited (CIN: L18101KL1992PLC006528), held on Thursday, 04<sup>th</sup> June, 2015, at Building No.9/536A, Kizhakkambalam, Kochi-683 562 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



**(a) Resolution 1**

**Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2015**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	14279381	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	13430

**(b) Resolution 2**

**Declaration of Dividend**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	14279371	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0





(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	13430

(c) **Resolution 3**

**Re-appointment of Retiring Director, Shri.K.L.V. Narayanan (DIN: 01273573)**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	14279321	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	60	0

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	13430

(d) **Resolution 4**

**Appointment of Statutory Auditors, M/s. Kolath & Co, Chartered Accountants and fixation of remuneration thereof.**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	14279371	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	13430

**(e) Resolution 5**

**Alteration of Articles of Association as per Companies Act, 2013**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	14279371	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	13430

**(f) Resolution 6**

**Appointment of Prof. E.M. Paulose (DIN: 03563106) as an Independent Director**



(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	14279231	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	13430

**(g) Resolution 7**

**Appointment of Mr. Benni Joseph (DIN: 01219476) as an Independent Director**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	14279371	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	13430



**(h) Resolution 8**

**Appointment of Mr. Sabu M Jacob (DIN: 00046016) as the Chairman and Managing Director**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	14279371	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	13430

**(i) Resolution 9**

**Appointment of Mrs. Sindhu Chandrasekhar (DIN: 06434415) as the Whole-Time Director**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	14279371	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	13430

(j) **Resolution 10**

**Increase in the Authorized Share Capital from Rs.5 Crores to Rs. 25 Crores**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	14279371	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	13430

(k) **Resolution 11**

**Alteration of Memorandum of Association**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	14279371	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0

(iii) **Invalid** Votes

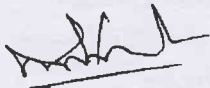
Total Number of members (in person or by proxy) whose votes were declared Invalid	Total Number of votes cast by them
8	13430

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / ~~Director~~ authorized by the Board for safe keeping.

P.S: IN THE CASE OF RESOLUTION NUMBER 6, VOTES OF THE INTERESTED DIRECTOR IS EXCLUDED FROM THE VOTES CAST

Thanking You

Yours faithfully



CS P. D. Vincent  
FCS: 3067; CP: 7940.

Kochl  
04.06.2015



**SVJS & Associates**  
**Company Secretaries**



**Corp. Office :** 39/3519 B, 1st Floor  
Padmam Apartments, Ravipuram, Kochi  
Ernakulam, Kerala, India - 682 016

www.svjs.in  
info@svjs.in / svjsassociates@gmail.com

Tele - Fax : +91 484 4030578  
+91 484 2356449 (Regd. Office)  
+91 484 2357039 (Corp. Office)

05.06.2015

To

**The Chairman**

**M/s. Kitex Garments Limited**

P B NO 5, Kizhakkambalam

Alwaye, Ernakulam, Kerala - 683562

Sir,

**Sub: Report of the Scrutinizer on Electronic Voting**

I, CS. P. D. Vincent, Company Secretary in Practice, holding Membership Number: FCS-3067 and Certificate of Practice Number - 7940, Senior Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed by the Board of Directors of **M/s. Kitex Garments Limited** (CIN L18101KL1992PLC006528) as the Scrutinizer for the Electronic Voting of the resolutions included in the notice calling the proposed Annual General Meeting of the Company held on 04<sup>th</sup> June, 2014.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Amendment Rules 2015, the above electronic voting remained open to the members from Monday, 01<sup>st</sup> June, 2015 (9.00 AM) to Wednesday, 03<sup>rd</sup> June 2015 (5.00 PM). Further the e-voting period was completed on the date preceding the date of Annual General Meeting.

On completion of the e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Amendment Rules 2015, I have unblocked the votes on 04<sup>th</sup> June, 2015, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.



The following is the summary of e-voting result:

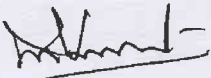
			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Res olut ion No	Subject Matter of Resolution	Total No. Of shares through E-voting	No. of Votes through E-voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E- voting	% of votes against on votes through E-voting
<b>ORDINARY BUSINESS</b>							
1	Adoption of Annual Accounts	17583288	17582553	37.01745	100	220	0
2	Declaration of Dividend	17583288	17582967	37.01745	100	0	0
3	Re-appointment of Retiring Director, Mr. K. L. V. Narayanan (holding DIN:01273573)	17583288	17580542	37.01745	99.99	2076	0.01
4	Appointment of Auditors, M/s. Kolath & Co, Chartered Accountants	17583288	17580542	37.01745	99.99	2076	0.01
<b>SPECIAL BUSINESS</b>							
5	Alteration of Articles of Association in line with Companies Act,2013 (Special Resolution)	17583288	17582203	37.01745	100	220	0
6	Appointment of Prof. E. M. Paulose (DIN: 03563106) as an Independent Director (Ordinary Resolution)	17583288	17580571	37.01745	99.99	2012	0.01
7	Appointment of Mr. Benni Joseph (DIN:01219476) as an Independent Director (Ordinary Resolution)	17583288	17580250	37.01745	99.99	2087	0.01
8	Appointment of Mr. Sabu M Jacob (DIN: 00046016) as the Managing Director (Ordinary Resolution)	10271707	10049035	21.62465	97.84	221873	2.16





9	Appointment of Ms. Sindhu Chandrasekhar (DIN:06434415) as Woman Director (Ordinary Resolution)	17583288	17582326	37.01745	100	282	0
10	Increase in the Authorized Capital of the Company from Rs.5 crores to Rs.25 crores (Ordinary Resolution)	17583288	17362133	37.01745	98.74	220890	1.26
11	Alteration of Memorandum of Association (Ordinary Resolution)	17583288	17361449	37.01745	98.74	221150	1.26

Thank you  
Yours faithfully



CS. P.D. Vincent  
FCS: 3067; CP: 7940



P.S: IN THE CASE OF RESOLUTION NUMBER 8, VOTES OF THE INTERESTED DIRECTOR IS EXCLUDED FROM THE VOTES CAST

Witnesses to the unblocking of votes:

1. TRAY CAESAR  
KURUPLAJU ROAD  
Kochi- 682 001



2. Nikhil George Pinto  
Breeze Cottage  
Perumanoor, Kochi-682015

