

KITEX
Kitex Garments Limited

(CIN: L18101KL1992PLC006528)

Regd. office: P. B. No. 5, Kizhakkambalam, Alwaye,
Kochi, Kerala - 683562, India

Phone: 91 484 4142000, Fax: 91 484 2680604

Email: sect@kitexgarments.com

website: www.kitexgarments.com

Ref: KGL/SE/2022-23/MAY/06

May 28, 2022

To,

The Secretary BSE Limited Corporate Relationship Department, 1 st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai, Maharashtra - 400 001 SCRIPT NO: 521248	The Secretary National Stock Exchange of India Ltd 'Exchange Plaza', Bandra - Kurla Complex Bandra (E), Mumbai, Maharashtra - 400051 SCRIPT NO: KITEX
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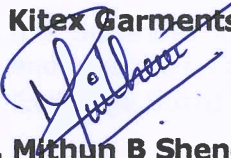
Dear Sir/ Ma'am,

Sub:- **ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED
MARCH 31, 2022**

Pursuant to Reg 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are forwarding herewith the Annual Secretarial Compliance Report issued by the Practising Company Secretary for the FY 2021-22. Request you to kindly take the above information on records.

Thanking you,

For **Kitex Garments Limited**


CS. Mithun B Shenoy
Company Secretary & Compliance officer
(ICSI M. No. FCS 10527)

Enclosure: As above

**SECRETARIAL COMPLIANCE REPORT OF KITEX GARMENTS LIMITED
FOR THE YEAR ENDED 31ST MARCH 2022**

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 certification,

for the year ended 31st March 2022 ("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:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder other than as tabled below:

Sl. No.	Action Taken by	Details of Violation	Details of Action taken e.g.: Fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any
1.	BSE Limited	The Company has no Independent Woman Director in line with proviso to Regulation 17 (1) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Fine of Rs.253700/- was imposed for the period 01.10.2020 to 12.11.2020.	Fine was paid by Company. Company has since appointed an Independent Woman Director on 13.11.2020.
2.	National Stock Exchange of India Limited	The Company has no Independent Woman Director in line with proviso to Regulation 17 (1) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Fine of Rs.1333400/- was imposed for the quarters 30.06.2020, 30.09.2020 and for the period 01.10.2020 to 12.11.2020.	Fine was paid by Company. Company has since appointed an Independent Woman Director on 13.11.2020.

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports (31.03.2021)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	As per proviso to Regulation 17 (1) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020. The Board of Directors have appointed an Independent Woman Director on 13.11.2020	The Board of Directors have appointed an Independent Woman Director on 13.11.2020.	Owing to the various difficulties imposed on account of the Covid-19 pandemic, the Independent Woman Director was appointed on 13.11.2020 instead of 01.04.2020 as per the requirement of proviso to Regulation 17 (1) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Observations made in the secretarial compliance report for the previous years have been satisfactorily addressed by the company.

UDIN: F008154D000401547

Peer Review Certificate No.648 /2019

For SVJS & Associates

Company Secretaries

JAYAN
KATTIRI

CS Jayan K.

Partner

CP No.: 7363, FCS: 8154

Kochi

27.05.2022