

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of Kitex Garments Limited (CIN:L18101KL1992PLC006528) will be held at the Factory Premises of the Company at Building No.9/536A, Kizhakkambalam, Kochi – 683 562 on Thursday, the 15th May, 2014 at 10 A.M to transact the following business:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Directors' Report for the year ended 31st March 2014, audited Statement of Profit and Loss for the year, Balance Sheet as at that date, and the Report of the Auditors thereon.
- 2) To consider declaration of dividend for the year.
- 3) To appoint a Director in place of Mr. Benni Joseph, who retires by rotation and being eligible offers himself for reappointment.
- 4) To appoint Auditors who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors, M/s. Kolath & Co, Chartered Accountants are eligible for re-appointment and have given a written certificate as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014.

SPECIAL BUSINESS

- 5) To ratify the appointment of Cost Auditors for the year 2014-15 by passing the following resolution as an Ordinary Resolution:

“Resolved that, subject to such guidelines and approval as may be required from the Central Government the re-appointment of M/s. Rajendran, Mani and Varier, Cost Accountants, Ravipuram, Cochin - 682 016 as Cost Auditors to audit the cost records maintained by the Company in respect of Textile Fabric processed at its Fabric Processing Unit and Readymade Textile Garments at its Garments Production Unit for the Financial Year 2014-15 on a remuneration of Rs.50,000/- (Rupees fifty thousand only) plus Service Tax as applicable, be and is hereby ratified.”

**By Order of the Board of Directors
For KITEX GARMENTS LIMITED**

Sd/-

SABUM JACOB

Chairman & Managing Director

Kizhakkambalam
3rd April, 2014

Notes:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.
- 2) An Explanatory Statement on the business to be transacted at the meeting is annexed hereto.
- 3) The instrument appointing a proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 4) Members/proxies should bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting. Transport facility will be provided to the shareholders from Kizhakkambalam to the Factory premises and back for attending the meeting.
- 5) Request for any clarification needed on the accounts should be lodged in writing at the Registered Office of the Company on or before 4 P.M on 10th May, 2014.
- 6) The Share Transfer Books and the Register of Members shall remain closed from 9th May, 2014 to 15th May, 2014 both days inclusive.
- 7) The Board of Directors have recommended a dividend at 100% (One rupee per Equity Share of Re1/- Fully paid-up) of the paid up capital for the year. If declared at the Annual General Meeting, the same will be paid to the share holders, whose names are on the Register of Members as on the date of Annual General Meeting viz., 15th May, 2014.

EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT 2013**Item No. 5 of Notice of Annual General Meeting****Ratification of appointment of Cost Auditor:**

A proposal for appointment of Cost Auditor for 2014-15 was recommended by the Audit Committee to the Board. It was proposed to re-appoint M/s. Rajendran, Mani and Varier, Cost Accountants, Ravipuram, Cochin- 682016 as Cost Auditors. Certificate dated 17.03.2014 issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 11.00 A.M to 1.00 P.M and shall also available at the meeting.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

**By Order of the Board of Directors
For KITEX GARMENTS LIMITED**

Sd/-

SABUM JACOB

Chairman & Managing Director

Kizhakkambalam

3rd April, 2014

EXPLANATORY STATEMENT AS PER CLAUSE 49 OF LISTING AGREEMENT

Name of the Director	Mr. Benni Joseph
DIN	01219476
Date of Birth	12.04.1957
Type of appointment	Director retiring by rotation
Date of Appointment/ Re-appointment	31.12.2010
Areas of Specialization	Financial Management & Auditing
Qualifications	i. Bachelor in Chemistry ii. Fellow member of the Institute of Chartered Accountants of India
No. of Shares Held in the Company	Nil
List of Directorship held in outside Public Limited Companies	One
Chairman/member of the Committee of the Board of Directors of this Company	a) Chairman, Audit Committee b) Member, Remuneration Committee
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	Good command and knowledge on Accounting and related matters

FOR THE ATTENTION OF THE MEMBERS:

1. Members are requested to send intimations of any changes in their addresses, applications for demat of shares, applications for transfer of shares and any related correspondence to the Company's share transfer agents M/s. Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Chennai - 600002. Ph: 044-28460390 (5 Lines) Email: investor@cameoindia.com

2. Sending notices and documents to shareholders through email:

As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company M/s. Cameo Corporate Services Limited at their postal / email address given above. Please give the details in the attached format for registering your email ID. Those holding shares in demat form are requested to register their email IDs with their Depository Participants.

3. Making payment of dividend through NECS / NEFT:

In order to enable payment of dividend by direct credit to the bank accounts of the shareholders through National Electronic Clearing Service (NECS) / National Electronic Fund Transfer (NEFT), those holding shares in physical form are requested to furnish their mandates for the same in the attached format along with the specified details / documents to M/s Cameo Corporate Services Limited. Those holding shares in demat form are requested to update their records with DPs in this respect.

4. Payment of unpaid dividends of previous years.

The company has so far declared dividends and issued warrants to the shareholders as below:

Year	% of Share paidup value	Year	% of Share paidup value
2006-07	15	2009-10	30
2007-08	20	2010-11	40
2008-09	25	2011-12	60
		2012-13	80

Those shareholders who have not encashed their warrants so far are requested to send their claims for payment, by giving the details in the attached format to the Company. Lists of shareholders to whom dividends remain unpaid are available on the website of the Ministry of Corporate Affairs. Please note that As per Section 124(6) of the new Companies Act, 2013 the shares held in respect of the unpaid dividend has also to be transferred to demat account maintained under Investor Education and Protection Fund account.

Please note that any dividend amount for 2006-07 remaining unclaimed / unpaid along with shares held in these folios as on 29/10/2014 shall be transferred to the Investor Education and Protection Fund account.

(1) FORMAT FOR REGISTERING EMAIL ID

DP/Client ID / Folio No :

Name of the sole / first holder :

Postal Address :

Email Address :

Signature

(2) FORMAT OF MANDATE FOR PAYMENT OF DIVIDEND BY NECS / NEFT

Folio No :

Name of the sole / first holder :

Postal Address :

Email Address :

I hereby authorize M/s Kitex Garments Limited to make payment of dividend by direct credit to my bank account the details of which are furnished below:

Bank Name :

Branch Name :

Branch Address :

MICR code :

IFSC code :

Account Type :

Account No :

I enclose herewith the following documents in proof of the above details:

Photocopy of Bank Pass Book / Bank Statement

Photocopy of a blank cheque leaf of the account

Signature

(3) FORMAT FOR CLAIMING UNPAID DIVIDENDS OF PREVIOUS YEARS

DP / Client ID / Folio No :

Name of the sole / first holder :

Postal Address :

Years for which dividend not received :

Signature

KITEX GARMENTS LIMITED

CIN: L 18101KL1992PLC006528

Building No.9/536, Kitex House, Kizhakkambalam -683562, Aluva, Kerala, India

ATTENDANCE SLIP22nd Annual General Meeting

Reg. Folio/DP & Client No:..... No .of Shares Held:.....

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 22nd Annual General Meeting of the Company at the Factory Premises of the Company at Building No.9/536 A, Kizhakkamabalam at 10 AM on Thursday, the 15th May, 2014

Member's Name :

Proxy's Name :

Member's/Proxy's Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

Form No. MGT-11

KITEX GARMENTS LIMITED

CIN:L18101KL1992PLC006528

Building No.9/536, Kitex House, Kizhakkambalam -683562, Aluva, Kerala, India

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s) :

Registered Address :

E.Mail Id : Folio No./Client Id : DP ID.....

I/We,being the member(s) holdingshares of the above named Company, hereby appoint

1. Name : Address:.....

.....E.mail ID:.....Signature:..... or failing him

2. Name : Address:.....

.....E.mail ID:.....Signature:..... or failing him

3. Name : Address:.....

.....E.mail ID:.....Signature:..... as my/our

proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on the 15TH May, 2014 at 10.00 A.M at Kizhakkambalam, Ernakulam and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1:.....2:.....3:.....

Signed this.....day of2014

Signature of shareholder

Signature of Proxy holder(s)

Affix Re.1
Revenue
stamp

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed , not less than 48 hours before the time for holding the meeting.