**Kitex Garments Limited**
(CIN: L18101KL1992PLC006528)
Regd Office: Building No. VI/496, Kizhakkambalam,
Vilangu P.O, Aluva, Ernakulam – 683561, Kerala
Phone: 91 484 2585000, Fax: 91 484 2680604
Email: sect@kitexgarments.com
Website: www.kitexgarments.com

Ref: KGL/SE/2026-27/SEP/02

September 03, 2026

To,

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| **BSE Limited**<br>1st Floor, New Trading Ring,<br>Rotunda Building, P J Towers,<br>Dalal Street, Fort Mumbai,<br>Maharashtra – 400 001<br>**Scrip Code : 521248** | **National Stock Exchange of India Ltd**<br>'Exchange Plaza', 5th Floor,<br>Plot No.C/1, G Block,<br>Bandra - Kurla Complex, Bandra (E),<br>Mumbai, Maharashtra – 400 051.<br>**NSE Symbol : KITEX** |

Dear Sir/ Madam,

**Sub:- Notice of 34th Annual General Meeting (AGM) of members of the Company**

**Ref:- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

This is in continuation to our letter dated 31.08.2026, regarding intimation of the 34th Annual General Meeting of members of the Company to be held on **Friday, September 25, 2026 at 11:00 a.m.** (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Pursuant to Regulations 30 and 34 of Listing Regulations, please find enclosed herewith the Notice of 34th AGM of shareholders which is being dispatched through electronic mode to those members whose e-mail addresses are registered with the Company / Registrar & Share Transfer Agent ('RTA') / Depository Participant(s) ('DPs') to transact the items of businesses as set out in the AGM Notice. Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter is being sent to the members whose e-mail addresses are not registered with the Company/RTA/DPs, providing a web-link from where the Notice of the AGM and the Annual Report can be accessed on the website of the Company.

The Notice of 34th AGM is also available on the website of the Company viz. https://www.kitexgarments.com/.

Kindly take the same on record.

Thanking you,

Yours faithfully

For **Kitex Garments Limited**

DAYANA JOSEPH
Digitally signed by DAYANA JOSEPH
Date: 2026.09.03 17:53:06 +05'30'

**Dayana Joseph**
Company Secretary & Compliance Officer

Enclosure: As above

Kitex Garments Limited

(CIN: L18101KL1992PLC006528)
Regd. Office: Building No. VI/496, Kizhakkambalam, Vilangu P.O, Aluva,
Ernakulam - 683561, Kerala, Phone: 91 484 2585000, Fax: 91 484 2680604
Website: www.kitexgarments.com, E-mail: sect@kitexgarments.com

# Notice

Notice is hereby given that the 34th Annual General Meeting of the Members of Kitex Garments Limited will be held on Friday, September 25, 2026 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) at 11.00 A.M. (IST) to transact the following business: -

## ORDINARY BUSINESS

1. **ADOPTION OF AUDITED FINANCIAL STATEMENTS – STANDALONE & CONSOLIDATED**

   To receive, consider and adopt Audited Financial Statements (both Standalone and Consolidated Financial Statements) of the Company for the year ended March 31, 2026 together with the Report of the Board of Directors and Independent Auditors report thereon.

2. **DECLARATION OF FINAL DIVIDEND**

   To declare a final dividend of ₹0.50 per fully paid-up Ordinary (equity) Share of face value ₹ 1/- each for the Financial Year 2025-26 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** a final dividend of ₹0.50/- (Fifty Paisa only) per fully paid-up Ordinary (equity) share of ₹ 1/- (Rupee One) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Company."

3. **APPOINTMENT OF A DIRECTOR RETIRING BY ROTATION**

   To appoint a director in place of Mr. K L V Narayanan (DIN: 01273573), who retires by rotation as director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. K L V Narayanan (DIN: 01273573), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

## SPECIAL BUSINESS

4. **APPOINTMENT OF MR. BIJOY PHILIPOSE (DIN: 00516331) AS AN INDEPENDENT DIRECTOR**

   To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution: -

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Bijoy Philipose (DIN: 00516331), who was appointed as an Additional Director in the capacity of an Independent Director with effect from June 30, 2026, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from June 30, 2026 till June 29, 2031 on the Board of the Company.

   **RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

5. **TO APPROVE CAPITAL RAISING BY WAY OF ISSUANCE OF SECURITIES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT ("QIP")**

   To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution: -

   "**RESOLVED THAT** pursuant to Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India from time to time, each as amended, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") where the equity shares of face value of ₹ 1 each of the Company (the "Equity Shares") are listed, subject to completion of ongoing scheme of arrangement between Kitex Garments Limited and Kitex Childrenswear Limited and their respective shareholders and creditors, and subject to other applicable statutes, laws, regulations, rules, notifications or circulars or guidelines promulgated or issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Registrar of Companies, Kerala at Ernakulam ("RoC"), the Government of India ("GOI") and such other governmental/ statutory/ regulatory authorities in India or abroad ("Appropriate Authorities"), and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/ statutory/regulatory authority in India or abroad, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid Appropriate Authorities, which may be agreed to by the Board of Directors of the Company ("Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter to be constituted for the time being, for exercising the powers conferred on the Board by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue, and allot such number of Equity Shares, non-convertible debentures along with warrants, any other eligible securities convertible into Equity Shares of the Company, or any combination (hereinafter collectively referred to as "Securities") (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) through one or more of the permissible modes including but not limited to qualified institutions placement ("QIP") to any eligible investors, including, resident and/or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are authorised to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion (whether or not such investors are Members of the Company, to all or any of them, jointly and/or severally), for cash, in one or more tranches, for an aggregate amount of up to Rs. 3,000 Crores (Rupees Three Thousand Crores Only) (inclusive of such discount or premium to market price or prices permitted under applicable law), on such other terms and conditions as may be mentioned in the offer document and/or placement document and/ or such other documents/ writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion may deem fit and appropriate and without requiring any further approval or consent from the Members, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the book running lead managers and/or other advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/statutory/ regulatory authority in India or abroad, together with any amendments and modifications thereto("Issue")."

**RESOLVED FURTHER THAT** in the event the Issue is undertaken by way of a QIP, following provisions of Chapter VI of the SEBI ICDR Regulations shall apply:

1. QIP to be undertaken pursuant to the special resolution passed at meeting of the shareholders of the Company.

2. The Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

3. The Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of Securities being offered through QIP, have been listed on a stock exchange for a period of at least 1(one) year, prior to the date of issuance of the notice to the Shareholders of the Company for convening the meeting to pass the special resolution.

4. The number and/or price of the Securities or the underlying Equity Shares issued on conversion of the Securities convertible into Equity Shares shall

be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

5. In the event Equity Shares are issued as Securities, the "relevant date" in accordance with the Regulation 171(b) of the SEBI ICDR Regulations for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of Directors authorised by the Board decides to open the QIP, subsequent to the receipt of Shareholders' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the QIP;

6. In the event that Securities issued are convertible securities and/or warrants which are convertible into Equity Shares of the Company, the relevant date for the purpose of pricing of the convertible securities and/or warrants to be issued, shall be, either the date of the meeting at which the Board or a committee of Directors authorised by the Board decides to open the QIP or the date on which the holders of such convertible securities and/or warrants become entitled to apply for Equity Shares, as decided by the Board and at such price being not less than the price determined in accordance with the requirements of the SEBI ICDR Regulations;

7. Issue of Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations ("QIP Floor Price") and applicable law. The Board may, however, at its absolute discretion in consultation with the lead managers, issue Securities at a discount of not more than five percent on the price so calculated, or such other discount as may be permitted under the SEBI ICDR Regulations to the QIP Floor Price;

8. the allotment of Securities shall only be made to Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations;

9. the allotment of the Securities, or any combination of the Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act 2013, and/or applicable and relevant laws/guidelines, from time to time;

10. the Securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid up basis.

11. the tenure of the convertible or exchangeable Securities (if any) issued through the QIP shall not exceed sixty months from the date of allotment;

12. the Securities to be created, offered, issued and allotted in terms of this resolution shall rank pari-passu in all respects including entitlement to dividend, with the existing Equity Shares of the Company, as may be provided under the terms of issue and in accordance with the placement document(s);

13. the Securities allotted in the QIP shall not be eligible for sale by the respective allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;

14. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; It is clarified that QIBs belonging to same group or under same control shall be deemed to be single allottee;

15. no partly paid-up Equity Shares shall be issued/allotted;

16. no allotment shall be made, either directly or indirectly, to any QIB who is a promoter or any person related to promoter in terms of the SEBI ICDR Regulations; and

17. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions."

"**RESOLVED FURTHER THAT** in accordance with Regulation 171 of the SEBI ICDR Regulations, the 'Relevant Date' for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of meeting in which the Board or the committee of Directors authorised by the Board decides to open the QIP."

"**RESOLVED FURTHER THAT** in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("Floor Price"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price"

"**RESOLVED FURTHER THAT** in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company."

"**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board or a committee thereof subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to creation, offer, issue, allotment or listing of the Securities pursuant to the offering, the Board be and is hereby authorized, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the negotiation, finalization and approval of the draft as well as final offer document(s), placement document, and any addenda or corrigenda thereto with the Regulatory Authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the "Transaction Documents") (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "Ancillary Documents") as may be required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹ 100 crore, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI."

"**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution, the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum of associations and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted under the Issue shall rank pari-passu in all respects including dividend with the existing Equity Shares of the Company."

"**RESOLVED FURTHER THAT** the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder."

"**RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or as may be necessary in accordance with the terms of the Issue."

"**RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to the Board to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to any Committee of the Board, or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering".

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, listing, premium/discount, permitted under applicable law (now or hereafter), allotment of Securities, listing of securities at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the shareholders or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to any Committee of the Board, with powers to further delegate any of such powers to any of the Director(s) and/or Official(s) of the Company or any other person(s), with or without such condition(s) or stipulation(s) or in any manner, as such Committee may deem fit in its absolute discretion."

"**RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, monitoring agency, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith."

6. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH KITEX APPAREL PARKS LIMITED**

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution: -

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and Company's policy on materiality of and dealing with Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company to enter into Contract(s)/ Transaction(s)/ Arrangement(s) with Kitex Apparel Parks Limited, a related party within the meaning of Section 2(76) of the Act and Reg 2(1)(zb) of Listing Regulations or with third party including lenders as against transactions including term loan availed of from the lender, and for such transactions as given in the explanatory statement on such terms and conditions as Board may deem fit, for an aggregate value of up to ₹ 1,992 Crores (Rupees One Thousand Nine Hundred and Ninety Two Crores only) for a period commencing from the 34th (Thirty Forth) Annual General Meeting up to the date of 35th (Thirty Fifth) Annual General Meeting of the Company to be held in the year 2027.

**RESOLVED FURTHER THAT** the Board of Directors of the company and/or the Audit Committee as may be applicable from time to time be authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution, sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of the Company to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this resolution."

7. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH KITEX CHILDRENSWEAR LIMITED**

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution: -

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and pursuant to Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and Company's policy on materiality of and dealing with Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company to enter into Contract(s)/ Transaction(s)/ Arrangement(s) with Kitex Childrenswear Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations, for such transactions as given in the explanatory statement on such terms and conditions as Board may deem fit, for an aggregate value of up to ₹ 248 Crores (Rupees Two Hundred and Forty Eight Crores only) for a period commencing from the 34th (Thirty Forth) Annual General Meeting up to the date of 35th (Thirty Fifth) Annual General Meeting of the Company to be held in the year 2027.

**RESOLVED FURTHER THAT** the Board of Directors of the company and/or the Audit Committee as may be applicable from time to time be authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution, sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of the Company to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this resolution."

**8. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH KITEX USA LLC**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and Company's policy on materiality of and dealing with Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company to enter into Contract(s)/ Transaction(s)/ Arrangement(s) with Kitex USA LLC, a related party within the meaning of Section 2(76) of the Act and Reg 2(1)(zb) of Listing Regulations or with third party including lenders as against transactions including term loan availed of from the lender, and for such transactions as given in the explanatory statement on such terms and conditions as Board may deem fit, for an aggregate value of up to ₹ 331 Crores (Rupees Three Hundred and Thirty One Crores only) for a period commencing from the 34th (Thirty Forth) Annual General Meeting up to the date of 35th (Thirty Fifth) Annual General Meeting of the Company to be held in the year 2027.

**RESOLVED FURTHER THAT** the Board of Directors of the company and/or the Audit Committee as may be applicable from time to time authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution, sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of the Company to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this resolution."

**9. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF IDENTIFIED SUBSIDIARY OF THE COMPANY, VIZ, KITEX APPAREL PARKS LIMITED WITH KITEX BUILDING SYSTEMS L.L.C-FZ, RELATED PARTIES OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -

"**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/ statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s)/ Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the identified subsidiary of the Company, viz., Kitex Apparel Parks Limited (KAPL) with Kitex Building Systems L.L.C-FZ, related parties of the Company, on such terms and conditions as may be mutually agreed between these identified subsidiary of the Company and Kitex Building Systems L.L.C-FZ, for an aggregate value of up to ₹ 76 Crores (Rupees Seventy Six Crores only) for a period commencing from the 34th (Thirty Forth) Annual General Meeting upto the date of 35th (Thirty Fifth) Annual General Meeting of the Company to be held in the year 2027."

**10. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF IDENTIFIED SUBSIDIARY OF THE COMPANY, VIZ, KITEX APPAREL PARKS LIMITED WITH KITEX CHILDRENSWEAR LIMITED, RELATED PARTIES OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"**RESOLVED THA**T pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/ statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s)/ Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the identified subsidiary of the Company, viz., Kitex Apparel Parks Limited (KAPL) with Kitex Childrenswear Limited (KCL), related parties of the Company, on such terms and conditions as may be mutually agreed between these identified subsidiary of the Company and KCL, for an aggregate value of up to ₹ 1,472 Crores (Rupees One Thousand Four Hundred and Seventy Two Crores only) for a period commencing from the 34$^{th}$ (Thirty Forth) Annual General Meeting upto the date of 35$^{th}$ (Thirty Fifth) Annual General Meeting of the Company to be held in the year 2027."

By Order of the Board of Directors
For **Kitex Garments Limited**

**Dayana Joseph**
Company Secretary
Mem No: ACS 61808

Kizhakkambalam
August 14, 2026

**Notes:**

1. **AGM through VC/OAVM**

The Ministry of Corporate Affairs ("MCA") vide its Circular dated September 22, 2025 in continuation of its earlier circulars on the subject ("MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of the members at a common venue. Accordingly, the 34th AGM of the Company will be held through VC/OAVM and members can attend and participate in the AGM through VC/OAVM only. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. The registered office of the Company shall be deemed to be the venue for the AGM.

2. **Proxy**

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice

3. **Electronic dispatch of Notice and Annual Report**

In accordance with Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and such other circulars as applicable, issued by the Securities and Exchange Board of India ("SEBI"), Notice of the AGM and Annual Report are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories based on benpos date, i.e, August 28, 2026.

Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website www.kitexgarments.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

In compliance with Regulation 36(1)(b) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), a letter providing the web-link, including the path, where complete details of the Annual Report is available is being sent to those members whose e-mail addresses are not registered with the Company/RTA/Depositories.

4. **Explanatory Statement/Special Business**

The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business under Items No. 4, 5, 6, 7, 8, 9 and 10 as set out in the notice is annexed herewith.

5. **Particulars of Directors**

The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment as set out at Items No.3 and 4 at this AGM are also annexed to this Notice.

6. **Closure of Register of Members and Share Transfer Books**

The Register of Members and Share Transfer Books of the Company will remain closed from September 18, 2026 to September 25, 2026 (both days inclusive).

7. **Inspection of documents**

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act along with all documents referred to in the Notice will be available for inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 25, 2026. Members seeking to inspect such documents can send an email to sect@kitexgarments.com.

8. **Dividend**

If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source (TDS) will be made on or before October 24, 2026 as under:

i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on September 18, 2026;

ii. To all Members whose names appear in the Registrar of Members of the Company after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on September 18, 2026;

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 01, 2020, and the Company is required to deduct tax at source from dividends paid to the members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance act, 2020 and the amendments thereof.

9. **Dematerialisation of Shares**

SEBI vide its Master Circular HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 and SEBI (LODR) Regulations, 2015, has mandated that, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. In light of the same, shareholders are requested to kindly convert their physical shares into dematerialised form to avoid the hassle in the transfer of shares. The request for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent, M/s. Cameo Corporate Services Limited ("Cameo") at Subramanian Building, No. 1, Club House Road, Chennai - 600002, Tamil Nadu, Tel: 044-40020741, Online Investor Portal: https://wisdom.cameoindia.com/, Email Id: investor@cameoindia.com for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website http://www.kitexgarments.com/faq/

**10. Issuance of securities in dematerialised form in case of investor service requests**

Members may please note that SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to submit duly filled and signed Form ISR–4, the format of which is available on the Company's website at http://www.kitexgarments.com/wp-content/uploads/2024/03/ISR-4.pdf. It may be noted that any service request can be processed only after the folio is KYC compliant.

**11. PAN, KYC, Nomination and Bank details**

SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated all listed entities to ensure that members holding shares in physical form shall update their PAN, KYC, Nomination and Bank account details (if not updated or provided earlier) through the respective RTA. Accordingly, members are requested to update the requisite details and the forms for updating the same are available at https://www.kitexgarments.com/.

Service requests or investor complaints from any member, cannot be processed by RTA until registration/updation of PAN, KYC, Nomination and Bank account details in the records of the Company's RTA. Members holding shares in electronic form are requested to submit their PAN, KYC, Bank and Nomination details to their depository participants.

**12. Intimating Changes**

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

a. **For shares held in electronic form:** to their Depository Participants (DPs)

b. **For shares held in physical form:** register/update the details in prescribed Form ISR-1 and other relevant forms with RTA of the Company by writing to them at M/s. Cameo Corporate Services Limited ("Cameo") at Subramanian Building, No. 1, Club House Road, Chennai - 600002, Tamil Nadu. Shareholders may download the prescribed forms from the Company's website at https://www.kitexgarments.com/

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

**13. Unclaimed Dividend**

i. Members are requested to note that dividends if not encashed for a consecutive period of seven years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. Accordingly, the dividend declared for all the financial years ended upto March 31, 2018 had been transferred to Investor Education and Protection Fund (IEPF). Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link www.iepf.gov.in.

ii. The details of unpaid and unclaimed dividends up to March 31, 2026 are uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in. Details of unpaid and unclaimed dividends lying with the Company as on March 31, 2026 are also uploaded on the website of the Company under the main head "investors relations" and can be accessed through the link www.kitexgarments.com.

iii. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company will transfer to the IEPF Authority, during financial year 2026-27, all shares in respect of which dividend had remained unpaid or unclaimed for seven (7) consecutive years or more as on the due date of transfer, i.e., October 01, 2026. Details of shares so far transferred to the IEPF Authority are available on the website of the Company under main head "investor's relation" and the same can be accessed through the link: https://www.

kitexgarments.com/. The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

iv. Members may note that shares as well as unclaimed dividends transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on https://www.iepf.gov.in/.

v. Details of dividend declared for the financial years from 2018-19 onwards are given below:

| Financial Year | Declared on | Dividend yield | Amount paid per equity share (₹) | Due date for transfer to IEPF |
|---|---|---|---|---|
| 2018-19 (Final) | 28.08.2019 | 150% | 1.50 | 02.10.2026 |
| 2019-20 (Interim) | 11.02.2020 | 150% | 1.50 | 18.03.2027 |
| 2020-21 (Final) | 07.09.2021 | 150% | 1.50 | 12.10.2028 |
| 2021-22 (Final) | 29.08.2022 | 150% | 1.50 | 03.10.2029 |
| 2022-23 (Final) | 30.09.2023 | 150% | 1.50 | 04.11.2030 |
| 2023-24 (Final) | 28.09.2024 | 150% | 1.50 | 02.11.2031 |
| 2024-25 (Final) | 17.09.2025 | 50% | 0.50 | 22.10.2032 |

vi. The Company had released an Advertisement dated June 30, 2026 in National Daily viz., The Hindu Business Line and Regional language daily viz., Chandrika for transferring unpaid/ unclaimed dividend and unclaimed shares of the Company to Investor Education and Protection Fund (IEPF) Account as per Section 124(6) of the Companies Act, 2013. The Company had also sent individual communication to the shareholders concerned whose dividend remains unpaid or unclaimed for a period of seven (7) consecutive years since 2019, at their registered address and shares are liable to be transferred to IEPF account under the aforesaid Rules, for taking appropriate action(s) by the shareholder concerned. The complete details of unpaid or unclaimed dividends and shares due for transfer are available on the website of the Company ie., www.kitexgarments.com.

vii. For any communication, the shareholders may also send requests to the Company's investor e-mail IDs: investor@kitexgarments.com or sect@kitexgarments.com

**14. Voting through electronic means:**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and relevant MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The remote e-voting period commences on Tuesday, September 22, 2026 (9:00 a.m. I.S.T.) and ends on Thursday, September 24, 2026 (5:00 p.m. I.S.T.). During this period, members holding shares either in physical form or in dematerialised form, as on Friday, September 18, 2026, i.e. 'cut-off date', may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

3. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

4. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

5. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

6. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will

not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

9. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

10. Mr. Vincent P D, Partner of M/s. SVJS & Associates, Company Secretaries, Kochi have been appointed as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner.

11. The result of the e-voting (votes cast during the AGM and votes cast through remote e-voting) will be announced within two working days after the conclusion of the AGM on the Company's website at www.kitexgarments.com and will also be communicated to the stock exchanges.

12. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the board resolution/ authorization letter to the Company's email id: sect@kitexgarments.com

13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kitexgarments.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

The instructions for remote e-voting/ e-voting and attending AGM through VC/ OVAM are as under:

### THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

i. The remote e-voting period commences on Tuesday, September 22, 2026 (9:00 a.m. I.S.T.) and ends on Thursday, September 24, 2026 (5:00 p.m. I.S.T.). During this period, members holding shares either in physical form or in dematerialised form, as on Friday, September 18, 2026, i.e. 'cut-off date', may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode**

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL Depository** | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with **NSDL Depository** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

v. Login method for e-voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| | **For Physical shareholders and other than individual shareholders holding shares in Demat.** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details **OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant Kitex Garments Limited on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sect@kitexgarments.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sect@kitexgarments.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

9. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility

of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar Card) by email to Company/RTA to investor@cameoindia.com with cc to sect@kitexgarments.com.

2. For demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For individual demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**PARTICULARS OF DIRECTORS WHO ARE PROPOSED TO BE RE-APPOINTED/ APPOINTED AT THE MEETING ARE GIVEN BELOW:**

**A. MR. K L V NARAYANAN**

| Name of Director | Mr. K. L. V. Narayanan |
|---|---|
| Date of Birth and Age | 02.04.1957; 69 years of age |
| Qualification | Bachelor of Arts |
| Experience and expertise in specific functional areas | Expertise in export management, excellent knowledge of all export related matters with an industry experience of over 50 years in textile industry. |
| Directorship held in other Companies | • Scoobee Day Garments (India) Limited as Managing Director<br>• Kitex Garments Limited as Director<br>• Kitex Childrenswear Limited as Director<br>• Kitex Building Systems Limited as Director |
| Listed entities other than Kitex Garments Limited in which the person holds Directorships and Committee Membership | Scoobee Day Garments (India) Limited |
| Listed entities from which the person has resigned in the past three years | None |
| Details of terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn | Refer the Directors Report. |
| Date of first appointment on the Board | 04.04.2013 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Not related to the any Director, Manager or Key Managerial Personnel. |
| Number of Meetings of the Board attended during the year and other Directorships | Refer the Directors Report |
| Chairman/Member of the Committee of the Board of Directors of this Company | Refer the Directors Report |
| Committee Membership in other Companies | Kitex Childrenswear Limited:<br>• Nomination and Remuneration Committee as the Member<br>Scoobee Day Garments (India) Limited:<br>• CSR Committee as the Chairman |
| Shareholdings in the Company | Nil |

**B. MR. BIJOY PHILIPOSE**

| Name of Director | Mr. Bijoy Philipose |
|---|---|
| Date of Birth and Age | 07.01.1977; 49 years of age |
| Qualification | Master of Computer Applications (MCA) |
| Experience and expertise in specific functional areas | Mr. Bijoy Philipose is the promoter of Sevana Electrical Appliances Private Limited which is an entity engaged in manufacturing packaging machines, instrumentation and control panels, domestic appliances and tools etc. He is having 20 years of corporate-governance/business experience and multiple directorships. |
| Directorship held in other Companies | • Sevana Electrical Appliances Private Limited as Managing Director |
| Listed entities other than Kitex Garments Limited in which the person holds Directorships and Committee Membership | None |
| Listed entities from which the person has resigned in the past three years | None |
| Details of terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn | Refer the Directors Report. Please also refer to Item No. 4 of explanatory statement. |
| Date of first appointment on the Board | 30.06.2026 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Not related to the any Director, Manager or Key Managerial Personnel. |
| Number of Meetings of the Board attended during the year and other Directorships | Refer the Directors Report |
| Chairman/Member of the Committee of the Board of Directors of this Company | Refer the Directors Report |
| Committee Membership in other Companies | Nil |
| Shareholdings in the Company | Nil |
| Skills and capabilities required for the role | The Nomination and Remuneration Committee ("NRC"), in finalizing Mr. Bijoy Philipose's appointment considered his extensive expertise in business management, manufacturing and technology. His ability to develop and execute long-term strategies aligned with organizational goals highlights his strategic vision and planning capabilities. In addition to his vast experience, he also had well experience being an entrepreneur and business professional. |

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

## Item No. 4

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an Independent Director requires the approval of members. Based on the recommendation of the Nomination and Remuneration Committee, Mr. Bijoy Philipose (DIN: 00516331), was appointed as Additional Director being Independent Director on June 30, 2026.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Bijoy Philipose shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director.

The appointment of Mr. Bijoy Philipose shall be effective upon approval by the members in the Meeting.

Mr. Bijoy Philipose is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Bijoy Philipose that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. In the opinion of the Board, Mr. Bijoy Philipose is independent of the management and possesses the appropriate skills, experience and knowledge to hold such a position on the Board of the Company and in the opinion of the Board, he fulfils the conditions specified in this Act and the Rules made thereunder for such an appointment.

Mr. Bijoy Philipose is an entrepreneur and business professional with extensive experience in the manufacturing and packaging industry. He is one among the promoter and Managing Director of Sevana Electrical Appliances Private Limited, a company engaged in the manufacture of packaging machines, instrumentation and control panels, domestic appliances and tools. He is having around two decades of business or corporate experience, particularly through his leadership role in the aforesaid Company.

Mr. Bijoy Philipose holds a B.Sc. in Computer Science and a Master of Computer Applications (MCA). He has been associated with Sevana since 2006 and has experience in business management, manufacturing, technology and entrepreneurship. He has also served as a Director of Sevana Foundation and has been involved in mentoring and entrepreneurship-development initiatives.

The NRC and Board of Directors views that the appointment of Mr. Bijoy Philipose as an Independent Director would be in the interest of the Company as his professional experience and expertise in business management, technology and manufacturing are expected to contribute meaningfully to the deliberations of the Board.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to obtain approval of the members at the next general meeting or within a time period of three months from the date of appointment of Director, whichever is earlier. In compliance with the provisions of Sections 149, 152 and 161 and other applicable provisions of the Act read with Schedule IV to the Act and the rules framed thereunder and in terms of Regulations 17, 25 and other applicable provisions of the SEBI Listing Regulations, appointment of Mr. Bijoy Philipose as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from June 30, 2026 up to June 29, 2031 is being placed before the members for their approval by means of a Special Resolution.

A copy of the draft letter of appointment of Mr. Bijoy Philipose setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives, except Mr. Bijoy Philipose and his relatives are concerned or interested, in the resolution.

The Board recommends the Special Resolution set out in Item No. 4 of the Notice for approval of the members.

## Item No. 5

Kitex Garments Limited was established in 1992 and evolved into one of the world's largest manufacturers of infant wear, serving global giants like Walmart, Carters, Gerber, and Amazon. By the early 2000s, Kitex had built state-of-the-art vertically integrated manufacturing facilities in Kerala, allowing complete control over spinning, knitting, dyeing, and finishing, ensuring consistent quality and efficiency. The company is expanding its operations into the state of Telangana to strengthen its business presence. Further the Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic and inorganic expansion. Accordingly, the Company intends to shore up adequate resources to meet its funding requirements.

Hence, our Company intends to undertake a capital raise by way of one or more qualified institutions placement to eligible investors through an issuance of equity shares, non-convertible debentures along with warrants, any other eligible securities convertible into Equity Shares of the Company, or any combination (hereinafter collectively referred to as "Securities") and use the proceeds from the Issue, towards the capital expenditure, repayment of existing borrowings, long term working capital requirements of the Company and its subsidiaries and general corporate purposes, provided that the amount to be utilised for general corporate purposes alone shall not exceed 25% of the gross proceeds of the Issue and such other objects as may be permitted under the applicable laws and disclosed in the offering materials.

While the amounts proposed to be utilised against each of the objects have been specified, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE notice No. NSE/ CML/2022/56 and BSE notice No. 20221213-47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board and/or such Committee, subject to compliance with applicable laws.

Accordingly, as approved by the board of directors of the Company ("Board") at their meeting held on August 14, 2026 and in order to fulfill the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of securities in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the BRLMs and/or other advisor(s) or otherwise, for an aggregate amount up to Rs. 3,000 Crores (Rupees Three Thousand Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of one or more qualified institutions placement ('QIP') in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ('SEBI ICDR Regulations'). The issue of Securities may be at such price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with the BRLMs and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board (including any committee of the Board constituted for the aforesaid purpose thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and National Stock Exchange ("Stock Exchanges"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies , Kerala at Ernakulam to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time. The proposed issue of capital is subject to completion of ongoing scheme of arrangement between Kitex Garments Limited and Kitex Childrenswear Limited and their respective shareholders and creditors.

In case of issuance of convertible securities (including warrants), the number and/or price of the equity shares to be issued on conversion of Securities convertible into or exchangeable with Equity Shares shall be as determined by the Board and appropriately adjusted for corporate actions such as bonus issue, rights issue, stock consolidation, merger, demerger, amalgamation, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate reorganisation or restructuring undertaken by the Company

The issue is made through a qualified institutions placement which shall be undertaken in terms of the SEBI ICDR Regulations as follows:

1. the allotment of Securities shall only be made to qualified institutional buyers ("QIBs") as defined under SEBI ICDR Regulations;

2. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;

3. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

4. the "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or any committee of Board constituted for the aforesaid purpose decides to open the proposed QIP of equity shares as provided under the SEBI ICDR Regulations;

5. the equity shares of the same class, which are proposed to be allotted through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;

6. An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender.

7. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;

8. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;

9. issue of Equity Shares to be made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"), with the authority to the Board or such Committee to offer a discount of not more than 5% as permitted under SEBI ICDR Regulations on the QIP Floor Price;

10. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time; and

11. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

Further, Section 62(1)(c) of the Companies Act, 2013 provides that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them and hence the details of the proposed allottees, the percentage of their shareholding in the Company post such issuance, the shareholding pattern of the Company and other relevant details are not provided. The proposal, therefore, seeks to confer upon the Board/ Committee, the absolute discretion and adequate flexibility to determine the terms of such issuance, including but not limited to the identification of the proposed investors and the quantum of Securities to be issued and allotted to each such investor, price, etc, in accordance with the provisions of the applicable laws.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

The Board recommends the Special Resolution set out at Item No. 5 of the notice for approval by the members.

## Item Nos. 6 to 10

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder ("the Act") and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, material related party transactions shall require prior approval of the members by way of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. As per the SEBI Listing Regulations, a transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the limits prescribed under Schedule XII of the SEBI Listing Regulations, as reproduced hereunder:

| Consolidated Turnover of Listed Entity | Threshold |
|---|---|
| (I) Up to ₹20,000 Crore | 10% of the annual consolidated turnover of the listed entity |
| (II) More than ₹20,000 Crore to upto ₹40,000 Crore | ₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore |
| (III) More than ₹40,000 Crore | ₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5,000 Crore, whichever is lower |

Further, SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026 ("SEBI Circulars") prescribes the minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (collectively referred to as 'RPT Industry

Standards') formulated by the Industry Standards Forum Additionally, Regulation 2(1)(zb) of the SEBI Listing Regulations defines a related party and Regulation 2(1)(zc) of the SEBI Listing Regulations defines a related party transaction which includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Company proposes to enter into related party transaction(s) as mentioned in the respective explanatory statements below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Based on the recommendation of the Audit Committee and the Board of Directors of the Company ("the Board"), at their respective meetings held on 13th February, 2026 and 29th May, 2026, the Board has recommended for the approval of the Members of the Company, the Related Party Transactions ("RPTs") to be entered into by Kitex Garments Limited ("the Company") with its related parties, as well as the material related party transactions to be entered into by the subsidiaries of the Company with their respective related parties, within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations. All related parties shall not vote to approve on these resolutions.

It is pertinent to note that the Management has provided the Audit Committee, comprising of all Independent Directors of the Company, with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Members at the ensuing Annual General Meeting. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business. The Audit Committee has reviewed the certificate provided by Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

### Item No. 6

Details of the proposed RPTs between the Company and Kitex Apparel Parks Limited (KAPL) including the information required to be disclosed in the Explanatory Statement pursuant to the above referenced regulatory provisions are reproduced herein below for the Members of the Company to approve.

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **Part A: Minimum information of the proposed RPT** | | |
| **A(1). Basic details of the related party** | | |
| 1. | Name of the related party | Kitex Apparel Parks Limited ("KAPL") |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | KAPL is engaged in establishment and carrying on the business of textile items, such as yarn, fabrics, garments, wearing apparels made from natural or synthetic fibres or from blends of both including children's garments, babywear, infantswear, menswear, ladies wear irrespective of age limit and the like and also to procure all raw material and other auxiliary materials/ services required for the above and registered in the State of Telangana. |
| **A(2). Relationship and ownership of the related party** | | |
| 1. | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following: | |
| | • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. | 70% |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not Applicable |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Nil |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **A(3).** | **Details of previous transactions with the related party** | |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | See table below |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | The immediately preceding quarter in which the approval is sought is January to March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1). |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year. | Nil |

| Sr No | Nature of transaction for FY 2025-26 | Amount (₹ in lakhs) |
|---|---|---|
| 1 | Investment | 11,986.26 |
| 2 | Revenue from sales of goods and services (including exp recovered) | 272.85 |
| 3 | Support Service Income | 30.00 |
| 4 | Rent received | 1.20 |
| 5 | Purchases of goods and services (including reimbursements) | 5,383.02 |
| 6 | Income for Bank Guarantee | 679.04 |
| 7 | Loan given | 9,000.00 |
| 8 | Other dues Paid | 8,379.48 |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **A(4).** | **Amount of the proposed transaction(s)** | |
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | See table below |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 276.94% |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | Not Applicable |

| Sr No | Nature of transaction | Amount (₹ in lakhs) |
|---|---|---|
| 1 | Purchase of goods and materials | 30,000 |
| 2 | Sale of goods and materials | 10,000 |
| 3 | Availing of services including technical, professional, administrative and support services | 1,050 |
| 4 | Rendering of services including technical, professional, administrative and support services | 1,000 |
| 5 | Rental Income | 50 |
| 6 | Loans and Advances | 5,000 |
| 7 | Investments | 10,000 |
| 8 | Providing/Giving of Guarantees, Securities etc | 1,40,000 |
| 9 | Guarantee Commission/Fees | 2,000 |
| 10 | Any other transaction, if any | 100 |

<table>
<tr><th>Sr. No</th><th>Description</th><th>Information provided by the management</th></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>1485.98%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>
<table>
<tr><th>Particulars</th><th>For FY 2025-26<br>Amount<br>(₹ in lakhs)</th></tr>
<tr><td>Turnover</td><td>13,405.28</td></tr>
<tr><td>Profit After Tax</td><td>(6,046.50)</td></tr>
<tr><td>Net Worth</td><td>70,020.34</td></tr>
</table>
</td></tr>
<tr><td colspan="3">A(5). Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)</td><td>
<table>
<tr><th>Sr No</th><th>Nature of transaction</th><th>Amount<br>(₹ in lakhs)</th></tr>
<tr><td>1</td><td>Purchase of goods and materials</td><td>30,000</td></tr>
<tr><td>2</td><td>Sale of goods and materials</td><td>10,000</td></tr>
<tr><td>3</td><td>Availing of services including technical, professional, administrative and support services</td><td>1,050</td></tr>
<tr><td>4</td><td>Rendering of services including technical, professional, administrative and support services</td><td>1,000</td></tr>
<tr><td>5</td><td>Rental Income</td><td>50</td></tr>
<tr><td>6</td><td>Loans and Advances</td><td>5,000</td></tr>
<tr><td>7</td><td>Investments</td><td>10,000</td></tr>
<tr><td>8</td><td>Providing/Giving of Guarantees, Securities etc</td><td>1,40,000</td></tr>
<tr><td>9</td><td>Guarantee Commission/Fees</td><td>2,000</td></tr>
<tr><td>10</td><td>Any other transaction, if any</td><td>100</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>The proposed Related Party Transactions to be entered into between the Company and KAPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.<br>These include:<br>(i) purchase and sale of goods and materials including yarn, fabric, garments etc;<br>(ii) availing and rendering of various services such as technical, professional, administrative and support services;<br>(iii) rental income on lease of property;<br>(iv) financial transactions including loans, advances, along with payment/receipt of interest thereon; and<br>(v) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable.<br>(vi) All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Till the Annual General Meeting of the Company to be held in the year 2027</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise</td><td>₹ 1,992 Crores</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transactions are as a part of new expansion project in the state of Telangana.</td></tr>
</table>

| Sr. No | Description | Information provided by the management |
|---|---|---|
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | a) Name of the director / KMP | Mr. Sabu M. Jacob is the Chairman & Managing Director of Kitex Garments Limited (KGL) also holds position as Managing Director of KAPL. He is the promoter for both the companies. Mrs. Sindhu Chandrasekharan, Whole Time Director of Kitex Garments Limited, is also a Director of KAPL. |
| | b) Shareholding of the director / KMP, whether direct or indirect, in the related party | 54% |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Not Applicable |
| 9. | Other information relevant for decision making. | Nil |
| **Part B: Additional Information** | | |
| **B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances** | | |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. |
| 2. | Basis of determination of price. | The price / consideration for the transactions is determined based on prevailing market price, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. |
| 3. | In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:<br>a. Amount of Trade advance<br>b. Tenure<br>c. Whether same is self-liquidating? | Not Applicable |
| **B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary** | | |
| 1. | Source of funds in connection with the proposed transaction. | Internal Funds |
| 2. | Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:<br>a. Nature of indebtedness<br>b. Total cost of borrowing<br>c. Tenure<br>d. Other details | Nil |
| 3. | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. | Interest rate of borrowing is in the range of 6.43% to 7.00% per annum as on 31st March, 2026 |
| 4. | Proposed interest rate to be charged by listed entity or its subsidiary from the related party | The proposed rate of interest to be charged is in the range of 9.15% to 10.00% per annum |
| 5. | Maturity / due date | The due date is as per the agreement mutually agreed between parties |
| 6. | Repayment schedule & terms | Repayable at the end of maturity period |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| 7. | Whether secured or unsecured? | Unsecured |
| 8. | If secured, the nature of security & security coverage ratio | Not Applicable |
| 9. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction. | The funds will be utilized for general business and operational requirements. |
| **B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary** | | |
| 1. | Source of funds in connection with the proposed transaction. | Internal Funds |
| 2. | Where any financial indebtedness is incurred to make investment, specify the following:<br>a. Nature of indebtedness<br>b. Total cost of borrowing<br>c. Tenure<br>d. Other details | Nil |
| 3. | Purpose for which funds shall be utilized by the investee company. | To meet working capital requirements of KAPL |
| 4. | Material terms of the proposed transaction | These transactions would be in the ordinary course of the company's business and at the arm's length basis. |
| **B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary** | | |
| 1. | a) Rationale for giving guarantee, surety, indemnity or comfort letter | The guarantee/ security/ indemnity is proposed to be provided or provided to support the financial and operational requirements of the subsidiary, enabling it to avail credit/financial facilities on commercially viable terms and ensure smooth conduct of its business operations. |
| | b) Whether it will create a legally binding obligation on listed entity? | Yes, the proposed guarantee/ security/ indemnity will create a legally binding obligation on the Company to the extent of the terms agreed. |
| 2. | Material covenants of the proposed transaction including: | |
| | (i) commission, if any to be received by the listed entity or its subsidiary; | The company receives commission of 1% on the average outstanding amount. |
| | (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked. | In the event that the guarantee, surety, indemnity or comfort letter is invoked, the Company (as guarantor) shall be subrogated to the rights of the lender and shall step into the position of the beneficiary/ creditor to the extent of the amounts discharged. The Company shall consequently be entitled to exercise all rights, remedies, and claims against the principal obligor, including the right to recover the amounts paid, in accordance with applicable laws and contractual arrangements. |
| 3. | The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.<br>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter has been provided is ₹2023 Crore as on March 31, 2026.<br><br>At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents as a contingent liability. |
| **B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate** | | |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| 1. | Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity. | No bidding or any other process has been applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company.<br>Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient. |
| 2. | Basis of determination of price. | The price / consideration for the transactions is determined based on prevailing market prices and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. |
| 3. | Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate | The proposed lease of assets is intended to optimize the asset utilization, improving operational efficiency and also unlocking value and strengthening the financial position. |
| 4. | Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:<br>• Turnover<br>• Networth<br>• Net Profit | Not Applicable as the proposed transaction does not relate to sale of subsidiary / undertaking. |
| 5. | Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking | Not Applicable as the proposed transaction does not relate to sale of subsidiary / undertaking. |
| **Part C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a *material RPT* and is in addition to Part A and B** | | |
| **C(1). Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary** | | |
| 1. | Latest credit rating of the related party | IND A-/Negative/IND A2+ as on March 31, 2026 |
| 2. | Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. | No |
| | In addition, state the following:<br>a) Whether the account of the related party has been classified as a non performing asset (NPA) by any of its bankers and whether such status is currently subsisting; | No |
| | b) Whether the related party has been declared a "willful defaulter" by any of its bankers and whether such status is currently subsisting; | No |
| | c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; | No |
| | d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. | No |
| | FY 2024-2025<br>FY 2023-2024<br>FY 2022-2023 | No |
| **C(2). Disclosure *only* in case of transactions relating to any investment made by the listed entity or its subsidiary** | | |
| 1. | Latest credit rating of the related party | IND A-/Negative/IND A2+ as on March 31, 2026 |
| 2. | Whether any regulatory approval is required. If yes, whether the same has been obtained. | No |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **C(3). Disclosure *only* in case of transactions relating to any guarantee (including performance guarantee in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary** | | |
| 1. | If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party | IND A-/Negative/IND A2+ as on March 31, 2026 |
| 2. | Details of solvency status and going concern status of the related party during the last three financial years:<br>FY 2024-2025<br>FY 2023-2024<br>FY 2022-2023 | KAPL has not filed for insolvency. It operates as a going concern, with no intention to liquidate the entity. |
| 3. | The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. | The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter has been provided is ₹2023 Crore as on March 31, 2026. |
| | Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents as a contingent liability |
| 4. | Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.In addition, state the following: | No |
| | a) Whether the account of the related party has been classified as a non performing asset (NPA) by any of its bankers and whether such status is currently subsisting; | No |
| | b) Whether the related party has been declared a "willful defaulter" by any of its bankers and whether such status is currently subsisting; | No |
| | c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; | No |
| | d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.<br>FY 2024-2025<br>FY 2023-2024<br>FY 2022-2023 | No |
| **C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate** | | |
| 1. | Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months | Lease of assets for official purposes |
| 2. | Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details. | No |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| 3. | Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary? | No |
| 4. | Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary? | No |
| 5. | Are there any other major non-financial reasons for going ahead with the proposed transaction? | No |

Apart from above, the other requisite information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time is also given as follows:

| 1. | Name of the related party | Kitex Apparel Parks Limited (KAPL) |
|---|---|---|
| 2. | Name of the Director or KMP who is related, if any | Mr. Sabu M Jacob<br>Mrs. Sindhu Chandrasekharan |
| 3. | Nature of relationship | Mr. Sabu M. Jacob is the Chairman & Managing Director of Kitex Garments Limited (KGL) also holds position as Managing Director of KAPL. He is the promoter for both the companies. Mrs. Sindhu Chandrasekharan, Whole Time Director of Kitex Garments Limited is also a Director of KAPL. |
| 4. | Nature, material terms, monetary value and particulars of the contract or arrangement | Investments, loans, security, sales of goods and materials, purchase of goods and materials, rendering and/or availing of services and such other transactions including corporate guarantee against consortium to the extent of ₹2023 Crores availed of by KAPL. These transactions would be in the ordinary course of the company's business and at the arm's length basis.<br>The estimated aggregate transaction value for the matters proposed in the resolution shall not exceed ₹1,992 Crores for KAPL |
| 5. | Any other information relevant or important for the members to take a decision on the proposed resolution | Nil |

As on 31.03.2026, the Company together with Kitex Childrenswear Limited being promoters of the Company are holding 758883795 shares in KAPL.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

The Board recommends the Ordinary Resolution set out at Item No.6 of the notice for approval by the members.

## Item No. 7

Details of the proposed RPTs between the Company and Kitex Childrenswear Limited (KCL) including the information required to be disclosed in the Explanatory Statement pursuant to the above referenced regulatory provisions are reproduced herein below for the Members of the Company to approve.

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **Part A: Minimum information of the proposed RPT** | | |
| **A(1). Basic details of the related party** | | |
| 1. | Name of the related party | Kitex Childrenswear Limited ("KCL") |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | KCL is engaged in the business of manufacturers, dealers, purchasers, sellers, importers, and exporters of textile items such as yarn, fabrics, garments, wearing apparels, made from natural or synthetic fibers or from blends of both and registered in the State of Kerala. |
| **A(2). Relationship and ownership of the related party** | | |
| 1. | Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following: | |
| | • Shareholding of the listed entity/ subsidiary, whether direct or indirect, in the related party. | 99.99% |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not Applicable |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | 15.92% |
| **A(3). Details of previous transactions with the related party** | | |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | Details of transactions by KGL with KCL:<br>**Sr No. \| Nature of transaction for FY 2025-26 \| Amount (₹ in lakhs)**<br>1 \| Revenue from sales of goods and services (including exp recovered) \| 2,607.13<br>2 \| Rent paid \| 2.47<br>3 \| Rent received \| 31.81<br>4 \| Purchases of goods and services (including reimbursements) \| 3,715.58 |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | The immediately preceding quarter in which the approval is sought is January to March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1). |

<table>
<tr><th>Sr. No</th><th>Description</th><th>Information provided by the management</th></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>Nil</td></tr>
<tr><td colspan="3">A(4). Amount of the proposed transaction(s)</td></tr>
<tr><td></td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>
<table>
<tr><th>Sr No.</th><th>Nature of transaction</th><th>Amount (₹ in lakhs)</th></tr>
<tr><td>1</td><td>Purchase of goods and materials</td><td>6,000</td></tr>
<tr><td>2</td><td>Sale of goods and materials</td><td>12,500</td></tr>
<tr><td>3</td><td>Availing of services including technical, professional, administrative and support services</td><td>4,000</td></tr>
<tr><td>4</td><td>Rendering of services including technical, professional, administrative and support services</td><td>2,000</td></tr>
<tr><td>5</td><td>Rental Income</td><td>100</td></tr>
<tr><td>6</td><td>Rental Expense</td><td>100</td></tr>
<tr><td>7</td><td>Any other transaction, if any</td><td>100</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>34.48%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>104.10% on standalone turnover of related party</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>
<table>
<tr><th>Particulars</th><th>For FY 2025-26 Amount (₹ in lakhs)</th></tr>
<tr><td>Turnover</td><td>23,822.81</td></tr>
<tr><td>Profit After Tax</td><td>(3,058.11)</td></tr>
<tr><td>Net Worth</td><td>72,669.18</td></tr>
</table>
</td></tr>
<tr><td colspan="3">A(5). Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>
<table>
<tr><th>Sr No.</th><th>Nature of transaction</th><th>Amount (₹ in lakhs)</th></tr>
<tr><td>1</td><td>Purchase of goods and materials</td><td>6,000</td></tr>
<tr><td>2</td><td>Sale of goods and materials</td><td>12,500</td></tr>
<tr><td>3</td><td>Availing of services including technical, professional, administrative and support services</td><td>4,000</td></tr>
<tr><td>4</td><td>Rendering of services including technical, professional, administrative and support services</td><td>2,000</td></tr>
<tr><td>5</td><td>Rental Income</td><td>100</td></tr>
<tr><td>6</td><td>Rental Expense</td><td>100</td></tr>
<tr><td>7</td><td>Any other transaction, if any</td><td>100</td></tr>
</table>
</td></tr>
</table>

| Sr. No | Description | Information provided by the management |
|---|---|---|
| 2. | Details of each type of the proposed transaction | The proposed Related Party Transactions to be entered into between the Company and KCL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.<br>These include:<br>(i) purchase and sale of goods and materials including yarn, fabric, garments etc;<br>(ii) availing and rendering of various services such as technical, professional, administrative and support services;<br>(iii) rental income and expense on lease of property;<br>(iv) All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions. |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | Till the Annual General Meeting of the Company to be held in the year 2027 |
| 4. | Whether omnibus approval is being sought? | Yes |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise | ₹ 248 Crores |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | The company provides fabric sale and also job work to KCL which is an integral part of RPTs. |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.<br>a) Name of the director / KMP<br>b) Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Sabu M. Jacob is the Chairman & Managing Director of Kitex Garments Limited (KGL) and is also the Director of KCL. He is the promoter for both the companies. KCL is the promoter of KGL as well.<br>99.99% |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Not Applicable |
| 9. | Other information relevant for decision making. | Nil |
| **Part B: Additional Information** | | |
| **B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances** | | |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. |
| 2. | Basis of determination of price. | The price / consideration for the transactions is determined based on prevailing market price, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. |
| 3. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any,proposed to be extended to the related party in relation to the transaction, specify the following:<br>a. Amount of Trade advance<br>b. Tenure<br>c. Whether same is self-liquidating? | Not Applicable |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate** | | |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity. | No bidding or any other process has been applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company.<br>Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient. |
| 2. | Basis of determination of price. | The price / consideration for the transactions is determined based on prevailing market prices and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. |
| 3. | Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate | The proposed lease of assets is intended to optimize the asset utilization, improving operational efficiency and also unlocking value and strengthening the financial position. |
| 4. | Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:<br>• Turnover<br>• Networth<br>• Net Profit | Not Applicable as the proposed transaction does not relate to sale of subsidiary / undertaking. |
| 5. | Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking | Not Applicable as the proposed transaction does not relate to sale of subsidiary / undertaking. |
| **Part C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B** | | |
| **C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate** | | |
| 1. | Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months | Lease of assets for official purposes |
| 2. | Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details. | No |
| 3. | Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary? | No |
| 4. | Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary? | No |
| 5. | Are there any other major non-financial reasons for going ahead with the proposed transaction? | No |

| Sr. No | Description | Information provided by the management |
|---|---|---|

Apart from above, the other requisite information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time is also given as follows:

| | | |
|---|---|---|
| 1. | Name of the related party | Kitex Childrenswear Limited (KCL) |
| 2. | Name of the Director or KMP who is related | Mr. Sabu M Jacob |
| 3. | Nature of relationship | Mr. Sabu M. Jacob is the Chairman & Managing Director of Kitex Garments Limited (KGL) and is also the Director of KCL. He is the promoter for both the companies. He is holding 99.99% shares in KCL along with his wife. KCL is the promoter of KGL as well. |
| 4. | Nature, material terms, monetary value and particulars of the contract or arrangement | Purchase and sale of goods and materials, job work contracts, also takes on rent and rent out some portion of the factory premises to KCL by the company as these are dependent on the requirement of both companies for its products from time to time and the ability to supply of specified material by these companies. However such transactions would be in the ordinary course of the company's business and at the arm's length basis.<br>The estimated aggregate contract value for the matters proposed in the resolution shall not exceed ₹ 248 Crores for KCL. |
| 5. | Any other information relevant or important for the members to take a decision on the proposed resolution | Nil |

Mr. Sabu M. Jacob together with his relatives and directors of the company who directly hold in aggregate of 9,49,901 equity shares (99.99%) of the Kitex Childrenswear Ltd (Mr. Sabu M. Jacob: 947050 shares, Mrs. Renjitha Joseph: 2850 shares, Mrs. Sindhu Chandrasekharan: 1 share) are concerned or interested in the ordinary resolution under Agenda Item No. 7.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office and electronically of the Company between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

## Item No. 8

Details of the proposed RPTs between the Company and Kitex USA LLC (KUL) including the information required to be disclosed in the Explanatory Statement pursuant to the above referenced regulatory provisions are reproduced herein below for the Members of the Company to approve.

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **Part A: Minimum information of the proposed RPT** | | |
| **A(1). Basic details of the related party** | | |
| 1. | Name of the related party | Kitex USA LLC ("KUL") |
| 2. | Country of incorporation of the related party | USA |
| 3. | Nature of business of the related party | KUL is into purchase and sale of garments. KUL is in the business of providing value added services & selling the Company's products to its buyers as an agent of the Company. However, such transactions would be in the ordinary course of the company's business and at the arm's length basis. |

<table>
<tr><th>Sr. No</th><th>Description</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">A(2). Relationship and ownership of the related party</td></tr>
<tr><td>1.</td><td>Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following:</td><td></td></tr>
<tr><td></td><td>• Shareholding of the listed entity, whether direct or indirect, in the related party</td><td>50%</td></tr>
<tr><td></td><td>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td></td><td>• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Nil</td></tr>
<tr><td colspan="3">A(3). Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>Details of transactions by KGL with KUL:
<table>
<tr><th>Sr No.</th><th>Nature of transaction for FY 2025-26</th><th>Amount (₹ in lakhs)</th></tr>
<tr><td>1</td><td>Sale of readymade garments</td><td>462.81</td></tr>
<tr><td>2</td><td>Additional ECL Provision created</td><td>300.00</td></tr>
<tr><td>3</td><td>Reversal of Provision no longer required</td><td>(1,750.00)</td></tr>
<tr><td>4</td><td>Sales commission paid</td><td>1,295.74</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The immediately preceding quarter in which the approval is sought is January to March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>Nil</td></tr>
<tr><td colspan="3">A(4). Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>
<table>
<tr><th>Sr No.</th><th>Nature of transaction</th><th>Amount (₹ in lakhs)</th></tr>
<tr><td>1</td><td>Sale of goods and materials</td><td>30,000</td></tr>
<tr><td>2</td><td>Availing of services including technical, professional, administrative and support services</td><td>3,000</td></tr>
<tr><td>3</td><td>Any other transaction, if any</td><td>100</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>46.02%</td></tr>
</table>

| Sr. No | Description | Information provided by the management |
|---|---|---|
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | Not Applicable |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 1130% |
| 6. | Financial performance of the related party for the immediately preceding financial year: | see table below |

| Particulars | For FY 2025-26 Amount ((₹ in lakhs) |
|---|---|
| Turnover | 2,928 |
| Profit After Tax | 537 |
| Net Worth | (4,916) |

**A(5). Basic details of the proposed transaction**

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **1.** | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | see table below |

| Sr No. | Nature of transaction | Amount (₹ in lakhs) |
|---|---|---|
| 1 | Sale of goods and materials | 30,000 |
| 2 | Availing of services including technical, professional, administrative and support services | 3,000 |
| 3 | Any other transaction, if any | 100 |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| 2. | Details of each type of the proposed transaction | The proposed Related Party Transactions to be entered into between the Company and KUL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.<br>These include:<br>(i) purchase and sale of goods and materials including garments etc;<br>(ii) providing value added services & selling the Company's products to its buyers as an agent;<br>(iii) All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions. |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | Till the Annual General Meeting of the Company to be held in the year 2027 |
| 4. | Whether omnibus approval is being sought? | Yes |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise | ₹ 331 Crores |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | The company executes RPT with KUL by selling products/ availing services/ investments which in turn sells to its client is an integral part of RPTs. |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | a) Name of the director / KMP | Mr. Sabu M. Jacob is the Chairman & Managing Director of the Kitex Garments Limited (KGL) and the Director of Kitex Childrenswear Limited (KCL). He is the promoter for all these companies. KGL and KCL jointly invested in KUL in the proportion of 50:50. |
| | b) Shareholding of the director / KMP, whether direct or indirect, in the related party | Nil |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Not Applicable |
| 9. | Other information relevant for decision making. | Nil |
| **Part B: Additional Information** | | |
| **B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances** | | |
| 1. | Bidding or other process, if any, applied for choosing a party for sale,purchase or supply of goods or services. | No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. |
| 2. | Basis of determination of price. | The price / consideration for the transactions is determined based on prevailing market price, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. |
| 3. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:<br>a. Amount of Trade advance<br>b. Tenure<br>c. Whether same is self-liquidating? | Not Applicable |

Apart from above, the other requisite information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time is also given as follows:

| | | |
|---|---|---|
| 1. | Name of the related party | Kitex USA LLC (KUL) |
| 2. | Name of the Director or KMP who is related | Mr. Sabu M Jacob |
| 3. | Nature of relationship | Mr. Sabu M. Jacob is the Chairman & Managing Director of the Kitex Garments Limited (KGL) and the Director of Kitex Childrenswear Limited (KCL). He is the promoter for all these companies. KGL and KCL jointly invested in KUL in the proportion of 50:50. |

| | | |
|---|---|---|
| 4. | Nature, material terms, monetary value and particulars of the contract or arrangement | Purchase and sale of garments by the company as these are dependent on the requirement of both companies for its products from time to time and the ability to supply of specified material by these companies. However, such transactions would be in the ordinary course of the company's business and at the arm's length basis.<br>The estimated aggregate contract value for the matters proposed in the resolution shall not exceed Rs. 331 Crores for KUL. |
| 5. | Any other information relevant or important for the members to take a decision on the proposed resolution | Nil |

As on March 31, 2026, Kitex Childrenswear Limited is holding 4250210.09 fully paid-up membership units of USD 1 in Kitex USA LLC.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office and electronically of the Company between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of AGM.

The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the members.

### Item No. 9

Details of the proposed RPTs between Kitex Apparel Parks Limited (KAPL), subsidiary of the Company and KBSL-FZ, including the information required to be disclosed in the Explanatory Statement pursuant to the above referenced regulatory provisions are reproduced herein below for the Members of the Company to approve.

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **Part A: Minimum information of the proposed RPT** | | |
| **A(1). Basic details of the related party** | | |
| 1. | Name of the related party | Kitex Building Systems LLC-FZ ("KBSL-FZ") |
| 2. | Country of incorporation of the related party | Dubai |
| 3. | Nature of business of the related party | KBSL-FZ is engaged in the business of supply of prefabricated building materials to indian as well as global customers |
| **A(2). Relationship and ownership of the related party** | | |
| 1. | Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following: | |
| | • Shareholding of the listed entity/ subsidiary, whether direct or indirect, in the related party. | Nil |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not Applicable |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Nil |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **A(3). Details of previous transactions with the related party** | | |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | Details of transactions by KAPL with KBSL-FZ:<br>**Sr No.** \| **Nature of transaction for FY 2025-26** \| **Amount (₹ in lakhs)**<br>1 \| Purchase of material/services/reimbursement \| 1,094.80 |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | The immediately preceding quarter in which the approval is sought is January to March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1). |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year. | Nil |
| **A(4). Amount of the proposed transaction(s)** | | |
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Details of transactions by KAPL with KBSL-FZ:<br>**Sr No.** \| **Nature of transaction** \| **Amount (₹ in lakhs)**<br>1 \| Purchase of goods and materials \| 7,500<br>2 \| Any other transaction, if any \| 100 |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 10.57% |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | Not Applicable |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 830.60% |
| 6. | Financial performance of the related party for the immediately preceding financial year: | **Particulars** \| **For FY 2025-26 Amount (₹ in lakhs)**<br>Turnover \| 915<br>Profit After Tax \| (232.56)<br>Net Worth \| 378 |
| **A(5). Basic details of the proposed transaction** | | |
| **1.** | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | **Sr No.** \| **Nature of transaction** \| **Amount (₹ in lakhs)**<br>1 \| Purchase of goods and materials \| 7,500<br>2 \| Any other transaction, if any \| 100 |

| Sr. No | Description | Information provided by the management |
|---|---|---|
| 2. | Details of each type of the proposed transaction | The proposed Related Party Transactions to be entered into between KAPL and KBSL-FZ shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.<br>These include:<br>(i) purchase of goods and materials;<br>(ii) All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions. |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | Till the Annual General Meeting of the Company to be held in the year 2027 |
| 4. | Whether omnibus approval is being sought? | Yes |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up inancial year-wise | ₹ 76 Crores |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | KAPL executes RPT with KBS LLC-FZ by purchasing products which in turn purchases from its client is an integral part of RPTs. |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.<br>a) Name of the director / KMP | Mr. Sabu M. Jacob is the Chairman & Managing Director of the Kitex Garments Limited (KGL) and the Director of Kitex Childrenswear Limited (KCL). He is the promoter for all these companies. He is also the Director and Manager of KBS LLC-FZ. |
| | b) Shareholding of the director / KMP, whether direct or indirect, in the related party | Nil |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Not Applicable |
| 9. | Other information relevant for decision making. | Nil |
| **Part B: Additional Information** | | |
| **B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances** | | |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. |
| 2. | Basis of determination of price. | The price / consideration for the transactions is determined based on prevailing market price, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. |
| 3. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:<br>a. Amount of Trade advance<br>b. Tenure<br>c. Whether same is self-liquidating? | Not Applicable |

As on March 31, 2026, Kitex Childrenswear Limited is holding 100 shares of 500 AED in Kitex Building Systems L.L.C-FZ

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office and electronically of the Company between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of AGM.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 9 of the Notice for approval by the Members.

## Item No. 10

Details of the proposed RPTs between Kitex Apparel Parks Limited (KAPL), subsidiary of the Company and Kitex Childrenswear Limited (KCL), including the information required to be disclosed in the Explanatory Statement pursuant to the above referenced regulatory provisions are reproduced herein below for the Members of the Company to approve.

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

| Sr. No | Description | Information provided by the management |
|---|---|---|
| **Part A: Minimum information of the proposed RPT** | | |
| **A(1). Basic details of the related party** | | |
| 1. | Name of the related party | Kitex Childrenswear Limited ("KCL") |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | KCL is engaged in the business of manufacturers, dealers, purchasers, sellers, importers, and exporters of textile items such as yarn, fabrics, garments, wearing apparels, made from natural or synthetic fibers or from blends of both and registered in the State of Kerala. |
| **A(2). Relationship and ownership of the related party** | | |
| 1. | Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following: | |
| | • Shareholding of the listed entity/ subsidiary, whether direct or indirect, in the related party. | KGL directly holds 70% paid- up share capital of KAPL, being the subsidiary company. KCL directly holds 30% paid- up share capital of KAPL, being the associate company |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not Applicable |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | KCL holds 15.92% of paid up capital of the Company. KCL also holds 30% of the paid-up capital of KAPL |
| **A(3). Details of previous transactions with the related party** | | |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | Details of transactions by KAPL with KCL: |

| Sr No. | Nature of transaction for FY 2025-26 | Amount (₹ in lakhs) |
|---|---|---|
| 1 | Equity shares issued | 5,136.97 |
| 2 | Purchase of material/service/reimbursement | 291.02 |
| 3 | Sales of Duty script | 30.96 |
| 4 | Other dues Received (net) | 814.35 |

<table>
<tr><th>Sr. No</th><th>Description</th><th>Information provided by the management</th></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The immediately preceding quarter in which the approval is sought is January to March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>Nil</td></tr>
<tr><td colspan="3">A(4). Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>
<table>
<tr><th>Sr No.</th><th>Nature of transaction</th><th>Amount (₹ in lakhs)</th></tr>
<tr><td>1</td><td>Purchase of goods and materials</td><td>50</td></tr>
<tr><td>2</td><td>Sale of goods and materials</td><td>50</td></tr>
<tr><td>3</td><td>Equity shares proposed to be issued</td><td>5,000</td></tr>
<tr><td>4</td><td>Guarantees</td><td>1,40,000</td></tr>
<tr><td>5</td><td>Guarantee Commission/Fees</td><td>2,000</td></tr>
<tr><td>6</td><td>Any other transaction, if any</td><td>100</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>204.65%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>1,098.07%</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>617.90% of standalone turnover of related party</td></tr>
</table>

<table>
<tr><th>Sr. No</th><th>Description</th><th colspan="3">Information provided by the management</th></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td colspan="3">
<table>
<tr><th>Particulars</th><th>For FY 2025-26 Amount (₹ in lakhs)</th></tr>
<tr><td>Turnover</td><td>23,822.81</td></tr>
<tr><td>Profit After Tax</td><td>(3,058.11)</td></tr>
<tr><td>Net Worth</td><td>72,669.18</td></tr>
</table></td></tr>
<tr><td colspan="5">A(5). Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)</td><td colspan="3">
<table>
<tr><th>Sr No.</th><th>Nature of transaction</th><th>Amount (₹ in lakhs)</th></tr>
<tr><td>1</td><td>Purchase of goods and materials</td><td>50</td></tr>
<tr><td>2</td><td>Sale of goods and materials</td><td>50</td></tr>
<tr><td>3</td><td>Equity shares proposed to be issued</td><td>5,000</td></tr>
<tr><td>4</td><td>Guarantees</td><td>1,40,000</td></tr>
<tr><td>5</td><td>Guarantee Commission/Fees</td><td>2,000</td></tr>
<tr><td>6</td><td>Any other transaction, if any</td><td>100</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td colspan="3">The proposed Related Party Transactions to be entered into between KAPL and KCL shall comprise transactions undertaken in the ordinary course of business and on an arm’s length basis.<br>These include:<br>(i) purchase and sale of goods and materials including yarn, fabric, garments etc;<br>(ii) Issuance and allotment of securities;<br>(iii) payment or receipt of guarantee commission or fees, as applicable.<br>(iv) All such transactions shall be executed in compliance with applicable laws and the Company’s policy on related party transactions.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="3">Till the Annual General Meeting of the Company to be held in the year 2027</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td colspan="3">Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise</td><td colspan="3">₹ 1,472 Crores</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td colspan="3">The proposed transactions are as a part of new expansion project in the state of Telangana.</td></tr>
<tr><td>7.</td><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.<br>a. Name of the director / KMP</td><td colspan="3"><br><br><br><br>Mr. Sabu M. Jacob is the Chairman & Managing Director of Kitex Garments Limited (KGL) also holds position as Managing Director of KAPL and Director of KCL. He is the promoter for all the three companies. Mrs. Sindhu Chandrasekharan, Whole Time Director of KGL, is also a Director of KAPL.</td></tr>
<tr><td></td><td>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td colspan="3">99.99%</td></tr>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td colspan="3">Not Applicable</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making.</td><td colspan="3">Nil</td></tr>
</table>

**Part B: Additional Information**

**B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

| Sr. No | Description | Information provided by the management |
|---|---|---|
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. |
| 2. | Basis of determination of price. | The price / consideration for the transactions is determined based on prevailing market price, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. |
| 3. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) if any, proposed to be extended to the related party in relation to the transaction, specify the following:<br>a. Amount of Trade advance<br>b. Tenure<br>c. Whether same is self-liquidating? | Not Applicable |

Mr. Sabu M. Jacob together with his relatives and directors of the company who directly hold in aggregate of 9,49,901 equity shares (99.99%) of the Kitex Childrenswear Ltd (Mr. Sabu M. Jacob: 947050 shares, Mrs. Renjitha Joseph: 2850 shares, Mrs. Sindhu Chandrasekharan: 1 share) are concerned or interested in the ordinary resolution under Agenda Item No. 10. As on 31.03.2026, the Company together with Kitex Childrenswear Limited being promoters of the Company are holding 758883795 shares in KAPL.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office and electronically of the Company between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of AGM.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 10 of the Notice for approval by the Members.

By Order of the Board of Directors
For **Kitex Garments Limited**

**Dayana Joseph**
Company Secretary
Mem No: ACS 61808

Kizhakkambalam
August 14, 2026