



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/JUL/02

July 10, 2026

To,

BSE Limited Corporate Relations Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra, India Scrip Code : 521248	National Stock Exchange of India Limited Listing Department, Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India Symbol : KITEX
--	---

Dear Sir/ Madam,

Sub :- Addendum to Notice of the meeting of the Equity Shareholders of Kitex Garments Limited ('Company') pursuant to the directions of the Hon'ble National Company Law Tribunal, Kochi Bench ('Tribunal')

Ref :- Intimation of Notice for convening of the Meetings of the Equity Shareholders and Unsecured Creditors of Kitex Garments Limited ('Company') pursuant to the directions of the Hon'ble National Company Law Tribunal, Kochi Bench ('Tribunal') dated June 23, 2026

Further to our above mentioned intimation wherein we had informed about the meeting of Equity Shareholders and Unsecured Creditors of Kitex Garments Limited ('Company') pursuant to the directions of the Hon'ble National Company Law Tribunal, Kochi Bench ('Tribunal'), we attach herewith an Addendum to the Notice of meeting of Equity Shareholders of the Company.

The Addendum is being sent to all Equity Shareholders of the Company as on the cut-off date, i.e, May 29, 2026 by the same mode as the original notice, in compliance with the Tribunal's directions and applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Addendum is also being filed with BSE Limited and National Stock Exchange of India Limited and uploaded on the company's website at <https://www.kitexgarments.com/>.

We request you to take the above on record.

Thanking you,

Yours faithfully,

For **Kitex Garments Limited**

Dayana Joseph

Company Secretary & Compliance Officer



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

**ADDENDUM TO THE NOTICE CONVENING THE MEETING OF THE EQUITY
SHAREHOLDERS OF KITEX GARMENTS LIMITED**

(Convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Kochi Bench dated January 22, 2026 in Company Application No. CA (CAA) NO. 01/KOB/ 2026)

In the matter of the Companies Act, 2013

and

In the matter of Sections 230 to 232 of the Companies Act, 2013 and
other applicable provisions of the Companies Act, 2013 read with the
Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

and

In the matter of Kitex Childrenswear Limited
and Kitex Garments Limited

and

In the matter of Scheme of Arrangement between
Kitex Childrenswear Limited and Kitex Garments Limited
and their respective shareholders and creditors

This Addendum is issued in continuation of, and should be read along with, the Original Notice dated June 10, 2026, the Explanatory Statement, and Annexures to the Notice convening the meeting of the Equity Shareholders of Kitex Garments Limited scheduled on Friday, July 24, 2026 at 11:00 AM (IST), through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) for considering the Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited and their respective shareholders and creditors (“Scheme”), under the provisions of Sections 230 to 232 of the Companies Act, 2013 (“Act”).

Members be informed that, the following information under Clause 54 of Explanatory Statement to the notice convening the meeting of equity shareholders of Kitex Garments Limited, is now furnished as an addendum:

54(xii) Applicable additional information submitted by Kitex Garments Limited to National Stock Exchange of India Limited (NSE) as per Annexure M of the NSE checklist, in accordance with the NSE Observation Letter, enclosed as Annexure – 21.

Save and except as expressly stated in this Addendum, all other disclosures and particulars contained in the original Notice dated June 10, 2026, the Explanatory Statement, and Annexures to the Notice remain unchanged and shall continue to apply in full force.

The Addendum is being sent to all Equity Shareholders of the Company as on the cut-off date of May 29, 2026 by the same mode as the original notice, in compliance with the Tribunal’s directions and applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Addendum is also being filed with BSE Limited and National Stock Exchange of India Limited and uploaded on the company’s website at <https://www.kitexgarments.com/>.

Sd/-

Mr. Sabu M Jacob

DIN: 00046016

(Managing Director of Kitex Garments Limited)

Place: Kochi

Date: 08.07.2026

**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.comWebsite: www.kitexgarments.com**Annexure - 21**

Details of applicable additional information submitted by Kitex Garments Limited to National Stock Exchange of India Limited (NSE) as per Annexure M of the NSE checklist are as follows:

SI No	Particulars	Annexure
1	Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the demerged undertaking/Transferor Company certified by Chartered Accountant (CA).	Annexure 21A
2	List of comparable companies considered for comparable companies' multiple method.	Annexure 21B
3	Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.	Annexure 21C
4	Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.	Annexure 21D
5	<ul style="list-style-type: none">• Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme.• Confirmation from Company that the scheme is in compliance with the applicable securities laws.• Confirmation that the arrangement proposed in the scheme is yet to be executed.	Annexure 21E
6	Part-B – Scheme of Arrangement in PPT Form	Annexure 21F



CYRIAC & ASSOCIATES

CERTIFICATE

We have verified the consolidated audited financial statements and consolidated Limited Review Statements as on December 31, 2024, March 31, 2024 and March 31, 2023 of M/s Kitex Childrenswear Limited and M/s Kitex Garments Limited and based on our verification, we certify the company level net worth, turnover and profit after tax as stated below:

As at 31-12-2024	(Rs. in crores)				
	Demerged Company		Demerged Undertaking	Resulting Company	
	(Pre)	(Post)	(Pre)	(Pre)	(Post)
Assets	1161.83	801.87	359.96	2428.96	2635.70
Liabilities	(183.94)	(111.72)	(72.23)	(1275.45)	(1347.68)
Total	977.89	690.15	287.73	1153.51	1288.02

Kitex Childrenswear Limited

	Financial Year	Net worth	% to total	Turnover	(Rs. in crores)		
					% to total	Profit after Tax	% to total
Demerged division	2024	251.53	74.36	340.95	100	30.70	96.7
	2023	218.56	71.31	291.87	100	21.96	95.5
Other divisions	2024	86.72	25.64			1.05	3.3
	2023	87.92	28.69			1.05	4.5
Total	2024	338.25		340.95		31.75	
	2023	306.48		291.87		23.01	

Kitex Garments Limited

	Financial Year	Net worth	Turnover	(Rs. in crores)
				Profit after Tax
	2024	1031.82	616.92	55.83
	2023	976.74	556.99	56.92

Management Comments

Kitex Childrenswear Limited(KCL) was incorporated in the year 1991. The major activity of the Company was manufacture of infants garment. "The Childrens Place, US" is the major customer for the company. The company employs around 5000 employees. Total building is around 6 lakhs square feet. Mr. Sabu M. Jacob is the promoter of the company and holds 99.69 %. There as other 6 shareholders.

KCL holds 15.92% shares of Kitex Garments Limited(KGL).



KCL is engaged in two business verticals, namely Textiles Business Division and remaining business . The company proposes to focus on the growth plans of the other business activities by segregating and demerging its textile division. KGL is a major player in the infant garments industry and demerging the textile division to KGL will help the business grow.

Auditor Comments

- Demerged Company - Pre refers to Kitex Childrenswear Limited before demerger of textile business
- Demerged Company - Post refers to Kitex Childrenswear Limited after demerger of textile business
- Demerged Undertaking refers to Textile Division which has been demerged out of Kitex Childrenswear Limited
- Resulting Company – Pre refers to Kitex Garments Limited before merger of Textile division of Kitex Childrenswear Limited
- Resulting Company – Post refers to Kitex Garments Limited after merger of Textile division of Kitex Childrenswear Limited

The bifurcation of figures relating to assets, liabilities, turnover, profit after tax of Demerged Divion and Other Divisions of M/s Kitex Childrenswear Limited is based on Management workings which we have relied upon.

UDIN 25214383BMFXJT6091

Kochi
March 06, 2025

For CYRIAC & ASSOCIATES
Chartered Accountants

Manoj T.G
Partner

M. No. 214383 FRN: 014033 S



KGL

List of comparable companies considered for Forward EV/EBITDA Multiple for FY 2026

Company	Forward EV/EBITDA Multiple for FY 26
Gokaldas Exports Limited	16.2
Kitex Garments Limited	9.1
S.P.APPARELS LIMITED	10.8
Average	12.01



KGL

List of comparable companies considered for Forward P/E Multiple for FY 26

Company	Forward P/E Multiple for FY 26
Gokaldas Exports Limited	28.1
Kitex Garments Limited	12.3
S.P.APPARELS LIMITED	18.9
Average	19.7



KCL-DU

List of comparable companies considered for Forward EV/EBITDA Multiple for FY 2026

Company	Forward EV/EBITDA Multiple for FY 2026
Gokaldas Exports Limited	16.2
Kitex Garments Limited	9.1
S.P.APPARELS LIMITED	10.8
Average	12.01



KCL-DU

List of comparable companies considered for Forward P/E Multiple for FY 26

Company	Forward P/E Multiple for FY 26
Gokaldas Exports Limited	28.1
Kitex Garments Limited	12.3
S.P.APPARELS LIMITED	18.9
Average	19.7





We have verified the relevant records of M/s Kitex Childrenswear Limited and certify that below mentioned Share Capital built-up details are matching with those records

Share Capital built-up of Kitex Childrenswear Limited, the Demerged Company

Date of Issue	No of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
26/04/1991	7	100	Issued shares to subscribers	7	Unlisted
24/02/1994	4240	100	Further issue of shares	4247	Unlisted
01/12/2002	1000	100	Further issue of shares	5247	Unlisted
29/01/2003	35753	100	Further issue of shares	41000	Unlisted
28/12/2005	100000	100	Further issue of shares	141000	Unlisted
04/10/2007	290250	100	Further issue of shares	431250	Unlisted
04/12/2007	30700	100	Further issue of shares	461950	Unlisted
27/07/2009	38000	100	Further issue of shares	499950	Unlisted
31/10/2016	449955	Nil	Bonus Issue	949905	Unlisted

UDIN 25214383BMFXIW6306

Kochi
March 06, 2025

For CYRIAC & ASSOCIATES
Chartered Accountants

Manoj T.G
Partner
M. No. 214383 FRN: 014033 S



Annexure B :

KGL

(INR in Crores)

Particulars	3 months to end FY 25	FY 26	FY 27	FY 28	FY 29	FY 30
Revenue	272	1,347	1,416	1,490	2,267	2,460
Adjusted EBIDTA	113	486	514	524	884	1,015
Adjusted EBIDTA Margin	42%	36%	36%	35%	39%	41%
PAT	81	347	367	374	641	738
PAT Margin	30%	26%	26%	25%	28%	30%

KCL-DU

(INR in Crores)

Particulars	3 months to end FY 25	FY 26	FY 27	FY 28	FY 29	FY 30
Revenue	137	820	1,142	1,199	1,259	1,322
Adjusted EBIDTA	55	263	404	427	451	478
Adjusted EBIDTA Margin	40%	32%	35%	36%	36%	36%
PAT	45	197	308	326	346	367
PAT Margin	33%	24%	27%	27%	27%	28%



KITEX**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.comWebsite: www.kitexgarments.com**To whomsoever it may concern****Ref : Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited and their respective shareholders and creditors (“Scheme”)**

This is to confirm with respect to the points mentioned below as per the Annexure M:

- Point 13 : No action has taken/pending by Govt./Regulatory body/Agency against the entities involved in the scheme for the period of recent 8 years.
- Point 21 : The scheme is in compliance with the applicable securities laws.
- Point 22 : The arrangement proposed in the scheme is yet to be executed.

Thanking You

Yours faithfully,

For **Kitex Garments Limited****Dayana Joseph**

Company Secretary & Compliance Officer



Place : Kizhakkambalam

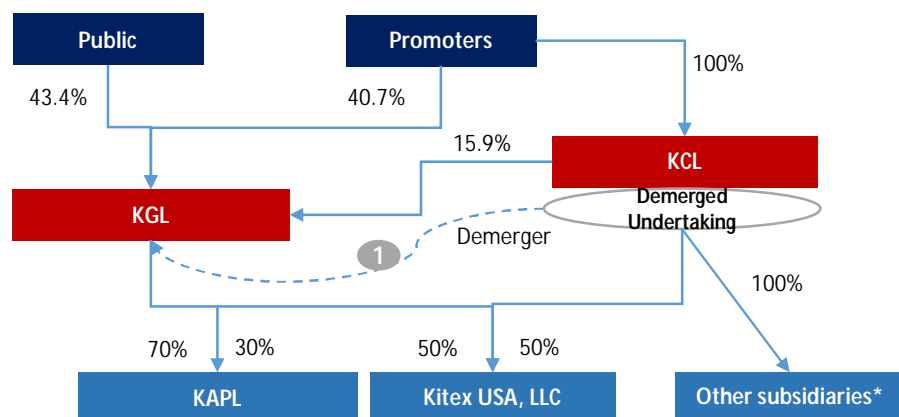
Date : March 25, 2025



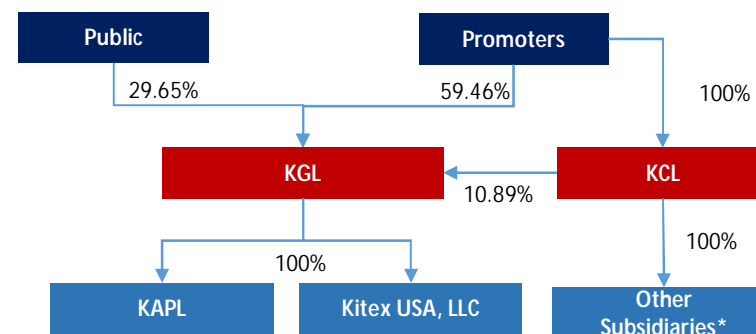


Scheme of Arrangement- Kitex Garments Limited (KGL / Resultant Company) with Kitex Childrenswear Limited (KCL / Demerged Company)

Transaction Structure



Resultant Structure



**Other Subsidiaries– Kitex Building Systems Limited, Kitex Infantswear Limited, Kitex Herbals Limited & Kitex Building Systems LLC FZ*

KAPL– Kitex Apparel Parks Limited



A) Kitex Childrenswear Limited

Kitex Childrenswear Limited-Pre demerger	Kitex Childrenswear Limited- Demerger	Kitex Childrenswear Limited-Post demerger
Demerged undertaking+ Demerged Company	Demerged undertaking	Demerged Company

Demerged undertaking- Manufacturing of infant wear garments at the manufacturing facility at Kizhakkambalam, Kochi Kerala + investment in textile manufacturing activity of Kitex Apparel Parks Limited where KCL holds 30% equity and investment in distribution company Kitex USA LLC where KCL holds 50% equity stake

Demerged Company- Investments by KCL in various subsidiary companies including outstanding advances, investment in equity of Kitex Garments Limited and the investment in land and building



B) Kitex Garments Limited

Kitex Garments Limited- Pre arrangement	Kitex Garments Limited- Scheme of arrangement	Kitex Garments Limited- Post demerger
Kitex Garments Limited	Kitex Garments Limited +Demerged undertaking	Resultant Company- KGL Pre + Demerged undertaking

Kitex Garments Limited is a major global player in the infant garment manufacturing exporting to global top ten customers like William Carters, Gerber, Samsclub, LAT. Demerged undertaking is also engaged in the same field. The scheme of arrangement of consolidating the textile manufacturing division into KGL will help the business grow and gain better market share. Kitex Apparel Parks Limited and Kitex USA LLC will also become 100% subsidiary of Kitex Garments Limited. Both these companies are exclusively into garment manufacturing/ distribution.

Resultant Company- Kitex Garments Limited + Demerged undertaking which includes textile manufacturing of Kitex Childrenswear Limited + 30% stake in Kitex Apparel Parks Limited + 50% stake in Kitex USA LLC.



Scheme of Arrangement

Kitex Garments Limited(KGL) registered address is at Building No.VI/496, Kizhakkambalam, Vilangu PO, Aluva, Ernakulam- 683561. KGL is engaged primarily into manufacturing of infant garments as label manufacturer for global companies like William Carters, Gerber, Samsclub, LAT. These customers are engaged with the company for a long time because of consistent delivery of quality goods at competitive prices. It has 42 garment manufacturing lines and employs around 4900 employees. KGL has always considered giving back to society and contributes much more than the required 2% CSR. The turnover of the company for FY 2024 was Rs.617 crore which is expected to touch record numbers of Rs.1000 crore in FY 2025. PAT % of KGL for FY'24 was 9.04%

Global drive by US and Europe customers to move out of China which is the dominant player today along with turmoil in Bangladesh has opened up huge potential for India. There is huge demand for textile garment manufacturing and customers are scouting for capacity to ensure supply.

Kitex Childrenswear Limited which has its registered office at Building no.494, Kizhakkambalam, Vilangu PO, Aluva, Ernakulam- 683 561. The company is also into manufacture of infant textiles wear and fully exports its products to USA- mainly to customer name The Childrens Place. It has 56 production lines which it has been traditionally using for own revenue as well as for KGL as job work with final revenue booked in KGL. It also employs around 4900 employees. As sustainability, it spends funds on CSR more than the statutory limit. Revenue for the FY 2024 was Rs.340 crore which is expected to move around Rs.450 crore in FY 25.PAT % for KCL for FY'24 was 9.3%

Considering the huge demand for capacity, KCL has decided to use its full capacity for its own revenue

Objective of the scheme:

The main objective of the scheme is for consolidation of Textile business division of KCL in KGL for better growth so that Kitex Childrenswear Limited can concentrate on its other core activities



Rationale of the scheme:

The Demerged Company is *inter-alia* engaged in two business verticals, namely Textile Business Division (defined herein) and Remaining Business (defined herein). The nature of risks, returns, growth and competition involved in each such undertaking are distinct and requires attribution of dissimilar technical and managerial focus. The segregation of Textile Business Division of the Demerged Company would allow the management to effectively cater to the independent growth plans (both through organic and inorganic means) by enabling access to availability of increased resources. Moreover, the Resulting Company is engaged in the similar business and a pioneer in the said field. The Board of Directors (defined herein) of the Demerged Company and the Resulting Company believe the following benefits to accrue pursuant to the demerger of the Textile Business Division (Demerged Undertaking) of the Demerged Company into the Resulting Company:

- ❖ facilitate focused growth, operational efficiencies, business synergies and increased customer focus in relation to the Textile Business Division
- ❖ Enable each business to address independent business opportunities, pursue efficient capital allocation and attract different set of investors, strategic partners, lenders and other stakeholders.
- ❖ By Combining similar business activities under a single entity optimize business operations, achieve economies of scale, create operational efficiency, common pool of production and better utilisation of resources
- ❖ facilitate pursuit of scale and independent growth plans (organically and inorganically) with more focused management, flexibility and liquidity for the shareholders;
- ❖ insulating and de-risking the businesses from one another;



- ❖ unlocking value for the over-all business portfolio through better price discovery of individual platforms. Consequently, the proposed restructuring is expected to open-up windows to unlock value through potential divestments and acquisitions to achieve the scale of business in respective subsidiaries as well;
- ❖ providing scope for mitigation of overlapping services and enhancing the focus on independent business growth strategies and expansion for each of the business undertakings.



Pre and Post Equity structure

Pre and Post Issue holding of Kitex Childrenswear Limited in Kitex Garments Limited

Particulars	Pre - Scheme Holding		Post - Scheme Holding	
	No of Shares	%	No of Shares	%
Holding of KCL in KGL	3,17,57,466	15.92	3,17,57,466	10.89

Pre and Post Issue holding in Kitex Garments Limited

<u>Shareholder</u>	<u>No. of shares</u>	<u>% of holding</u>	<u>No. of shares</u>	<u>% of holding</u>
	<u>Existing</u>		<u>Resultant</u>	
<u>Sabu M Jacob</u>	<u>6,81,92,703</u>	<u>34.18</u>	<u>16,01,04,641</u>	<u>54.89</u>
<u>Renjitha Joseph</u>	<u>1,29,84,300</u>	<u>6.51</u>	<u>1,32,60,921</u>	<u>4.54</u>
<u>Kitex Childrenswear Limited</u>	<u>3,17,57,466</u>	<u>15.92</u>	<u>3,17,57,466</u>	<u>10.89</u>
<u>Boby M Jacob</u>	<u>97,917</u>	<u>0.05</u>	<u>97,917</u>	<u>0.03</u>
<u>Public and others</u>	<u>8,64,67,614</u>	<u>43.34</u>	<u>8,64,76,835</u>	<u>29.65</u>
	<u>19,95,00,000</u>	<u>100.00</u>	<u>29,16,97,780</u>	<u>100.00</u>

Note: There is no change in the classification of promoter's

Pre and post scheme network



Kitex Garments Limited

Net worth as on 31st December, 2024

Particulars	Rs. In lakhs	
	Pre-arrangement	Post-arrangement
Paid Up Capital- Equity	665.00	972.32
Non-Controlling Interest	15,322.41	-
Add: Reserves and surplus(excluding capital reserve)		
General Reserve	34,675.00	34,675.00
Retained Earnings	64,661.86	64,661.86
Equity instrument through other comprehensive income		
Share Premium		28,466.01
Total Net worth	115,324.27	128,775.19

Kitex Childrenswear Limited

Net worth as on 31st December, 2024

Particulars	Rs. In lakhs	
	Pre-demerger	Post demerger
Paid Up Capital- Equity	949.91	949.91
Add: Reserves and surplus(excluding capital reserve)		
General Reserve	8,050.05	7876.40
Retained Earnings	28,599.73	-
Equity instrument through other comprehensive income	-	-
Total Net worth	37,599.69	8,826.31



Key points of the scheme;

I. OPERATION OF THE SCHEME

- (i) Demerged Undertaking of the Demerged Company are proposed to be demerged and transferred to Resulting Company to achieve the objectives above, pursuant to Sections 230 to 232 of the Act, other applicable provisions thereof, Section 2(19AA) of the IT Act and the SEBI Scheme Circular.
- (ii) As consideration for the demerger of Demerged Undertaking, Resulting Company shall issue and allot New Equity Shares to the equity shareholders of the Demerged Company based on Share Entitlement Ratio as mentioned in the Scheme in proportion to their shareholding in the Demerged Company.

(iii) Stepwise process involved in the Scheme

