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/04

July 27, 2026

To,

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

Dear Sir/ Ma'am,

Sub: Voting Results with respect to the meeting of Equity Shareholders and Unsecured Creditors of Kitex Garments Limited ('Company') convened on July 24, 2026 pursuant to the Order dated January 22, 2026 passed by the Hon'ble National Company Law Tribunal, Kochi Bench in the matter of Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Ref: Disclosure under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

This is to inform that pursuant to the order dated January 22, 2026 passed by the Hon'ble National Company Law Tribunal, Kochi Bench ("Hon'ble NCLT") in CA(CAA)/01/KOB/2026 and in compliance with applicable provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), each as amended from time to time, the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the meeting of the Equity Shareholders and Unsecured Creditors of the Company were held on Friday, July 24, 2026, as per the details given hereunder, through Video Conference ("VC"), for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement between Kitex Childrenswear Limited ("Demerged Company") and Kitex Garments Limited ("Resulting Company") and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 including rules and regulations made thereunder ("Scheme"):

Meeting Type	Meeting Time (IST)
Equity Shareholders	11:00 A.M
Unsecured Creditors	02:30 P.M

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

Further, pursuant to the applicable provisions of the Companies Act, 2013, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), applicable general circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company had provided facility of (i) remote e-voting; and (ii) e-voting at the meeting of the equity shareholders and unsecured creditors of the Company for approval of the Scheme.

Accordingly, voting by equity shareholders and unsecured creditors of the Company for approval of Scheme was carried out through:

(i) remote e-voting; for each of these meetings commenced from Monday, July 20, 2026 at 9:00 A.M. (IST) and ended on Thursday, July 23, 2026 at 5:00 P.M. (IST) and

(ii) e-voting at the meeting.

In relation to the proceedings of the aforesaid meetings and in terms of the Companies Act, 2013 and Hon'ble NCLT Order, please find enclosed the following disclosures:

1. Copy of the reports issued by the Scrutinizer appointed by the Hon'ble NCLT on the resolution passed through (i) remote e-voting; and (ii) e-voting at the meeting of the Equity Shareholders and Unsecured Creditors of the Company as Annexure – A and B respectively.

2. Details of the voting results with respect to the meeting of the equity shareholders of the Company as per the format prescribed under the SEBI Listing Regulations as Annexure – C.

The proposed resolution approving the Scheme was passed by the majority of equity shareholders representing three-fourth in value of the equity shareholders who voted. Further, the votes cast in favour of the resolution by public equity shareholders, were more than the votes cast against the resolution.

Additionally, the proposed resolution approving the Scheme was passed by majority of unsecured creditors representing three-fourth in value of the unsecured creditors of the Company voted.

The voting results along with the scrutinizer's report is also available on the website of the Company at www.kitexgarments.com.

We request you to take the above on record.

Thanking you

Yours faithfully,

For **Kitex Garments Limited**

DAYANA JOSEPH
Digitally signed by DAYANA JOSEPH
Date: 2026.07.27 20:07:02 +05'30'

Dayana Joseph
Company Secretary & Compliance Officer

Enclosure: As above

CA Rajmohan R
MCom, FCA, ACS, CAIIB, IP, RV, DISA, FAFD
Chartered Accountant, Company secretary, Insolvency Professional & Registered Valuer

Ref No SCT/4/2026 **25-07-2026**

SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Mr. Kuldip Kumar Kareer, Former Member (Judicial), NCLT
The Chairman appointed by the National Company Law Tribunal, Kochi Bench for the meeting of the Shareholders of M/s Kitex Garments Limited (CIN: L18101KL1992PLC006528) having its Registered Office at Building No. VI/496, Kizhakkambalam, Vilangu P.O., Aluva, Ernakulam, Kerala, India, 683561

Sub: Scrutinizer's Report on the results of e-voting by the Equity Shareholders of M/s Kitex Garments Limited (CIN: L18101KL1992PLC006528) (Resulting Company) through remote e-voting process (prior to the meeting) and e-voting at the meeting held on Friday, 24th July 2026 at 11:00 a.m. (IST) ("Meeting"), through Virtual mode, convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Kochi Bench ("Hon'ble Tribunal" or "NCLT") vide its Order dated 22nd January 2026 in the matter of the Composite Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Scheme")

Dear Sir,

1. I, Rajmohan R., appointed as Scrutinizer vide Order of the Hon'ble National Company Law Tribunal, Kochi Bench dated January 22, 2026 for the purpose of scrutinizing remote e-voting process and e-voting conducted at the meeting of the Equity Shareholders of M/s Kitex Garments Limited (CIN: L18101KL1992PLC006528), convened and held on Friday, 24th July 2026 at 11:00 a.m. IST **("Meeting")** in a virtual mode i.e, through video conferencing **(VC)** / Other Audio Visual Means **(OAVM)("the meeting)** in a fair and transparent manner and for ascertaining the requisite majority on the remote e-voting and e-voting on the Resolution as set out in the Notice convening the meeting in accordance with the provisions of Sections 108 and 230 to 232 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules,

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2016 (Rules) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") permitting the conduct of the meeting through virtual mode.

2. The Management of the Resulting Company is responsible for facilitating the meeting and the Chairman is responsible for the compliance with the requirements of the Act and the Rules and SEBI Listing Regulations and Order of the Hon'ble NCLT in relation to exercising of voting rights through electronic means, on the resolution as set out in the Notice dated 10th June, 2026 convening the meeting dated 24th July 2026.

3. My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the meeting is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the resolution as set out in the Notice dated 10th June 2026 convening the meeting dated 24th July 2026, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), engaged by the Resulting Company for providing e-voting facility.

4. Further, proxy voting is not allowed and proxy registers were not maintained by the Resulting Company in respect of the said meeting.

5. The Company has availed the e-voting services offered by CDSL for providing the remote e-voting and the facility of e-voting during the meeting.

6. The remote e-voting period commenced on Monday, 20th July, 2026 at 9:00 A.M. (IST) and remained open until Thursday, 23rd July, 2026 at 5:00 P.M. (IST). During this period, 175 equity shareholders, out of a total of 1,02,519 equity shareholders entitled to vote, exercised their voting rights on the resolution set out in the Notice convening the meeting. Further, 1 equity shareholder cast his vote through the e-voting facility made available during the meeting. In this regard, the Resulting Company has furnished the certification of equity shareholders as on the cut-off date, duly certified by the Company Secretary of the Resulting Company vide certificate dated 20th July, 2026 which is enclosed as **Annexure No.1** herein.

7. The remote e-voting module of CDSL was disabled on Thursday, 23rd July, 2026 at 05:00 P.M (1ST).

8. The quorum for the Meeting of the Equity Shareholders of the Resulting Company was as prescribed under Section 103 of the Companies Act, 2013. The meeting was commenced with 38 members holding 8,44,69,479 shares of the Company, thereby satisfying the quorum requirement.

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9. Upon the commencement of the meeting, the e-voting platform was activated to enable the equity shareholders, who were present at the meeting through VC/OAVM means and who had not cast their vote on the resolution through remote e-voting, to vote through e-voting facility provided at the meeting. The e-voting facility provided at the meeting was disabled 15 minutes after the conclusion of the meeting.

10. I, as the Scrutinizer, unblocked the votes cast by the equity shareholders of the Resulting Company through e-voting process on Friday, 24th July, 2026 at 11:44 A.M in the presence of Adv. Shine N S, who is not in employment of the Resulting Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

11. Thereafter, the details containing inter alia the list of equity shareholders of the Resulting Company who have cast "for" or "against" the resolution that was put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of CDSL.

12. I have scrutinized the votes cast by remote e-voting and e-voting conducted at the meeting.

13. The voting rights of Equity Shareholders of the Resulting Company is in proportion to their shareholding in Resulting Company as on the cut-off date.

14. Based on the reports generated from the e-voting portal of CDSL, I hereby submit my Report on the result of the votes cast by the equity shareholders of the Resulting Company through remote e-voting and e-voting conducted at the meeting on the resolution as set out in the Notice convening the meeting, as under:

    "RESOLVED THAT *pursuant to the provisions of Sections 230 to 232 and any other applicable provisions of the Companies Act, 2013, and the rules, regulations, circulars, and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by the Securities and Exchange Board of India ("SEBI"), as amended from time to time ("SEBI Scheme Circular"), and applicable listing regulations and any other circulars/guidelines issued by SEBI applicable to schemes of arrangement from time to time, and the relevant provisions of other applicable laws, the Observation Letter issued by BSE Limited dated 04th December 2025 and National Stock Exchange of India Limited dated 05th December 2025 , the provisions of the Memorandum of Association and Articles of Association of*

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CA Rajmohan R
MCom, FCA, ACS, CAIIB, IP, RV, DISA, FAFD
Chartered Accountant, Company secretary, Insolvency Professional & Registered Valuer

Kitex Garments Limited ("Company"), and subject to the approval of the Kochi Bench of the Hon'ble National Company Law Tribunal ("NCLT") and the approvals of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Kochi Bench of the NCLT or by any statutory or regulatory authorities while granting such consents, approvals, and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers, including the powers conferred by this resolution), the proposed Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited and their respective shareholders and creditors ("Scheme"), be and is hereby approved.

***RESOLVED FURTHER THAT** Mr. Sabu M Jacob, Managing Director, Mrs. Sindhu Chandrasekharan, Whole-Time Director, Mr. Boby Michael, Chief Financial Officer and Ms. Dayana Joseph, Company Secretary be and are hereby authorized to do all such acts, deeds, matters, and things as they may, in their absolute discretion, deem requisite, desirable, appropriate, or necessary to give effect to this resolution and effectively implement the arrangement/demerger embodied in the Scheme, and to accept such modifications, amendments, limitations, and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Kochi Bench, or such other regulatory/statutory authorities, while sanctioning the Scheme, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, or to approve withdrawal (and, where applicable, re-filing) of the Scheme at any stage for any reason, including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required, or imposed, whether by SEBI, the Kochi Bench of the NCLT, and/or any other authority, which are, in their view, not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds, and things as they may deem necessary and desirable in connection therewith and incidental thereto."*

APPROVAL OF THE SCHEME OF ARRANGEMENT BETWEEN KITEX CHILDRENSWEAR LIMITED, THE DEMERGED COMPANY AND KITEX GARMENTS LIMITED, THE RESULTING COMPANY AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, PURSUANT TO THE PROVISIONS OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

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i) Voted in favour of the resolution:

Mode of Voting	Number of Equity Shareholders voted through remote e-voting/ e-voting	Number/Value of votes cast by them	% of total number/value of valid votes cast
Remote E-voting	150	13,08,66,818	99.994
E-voting at the meeting	1	7,555	0.006
Total Voting	151	13,08,74,373	100

ii) Voted against the resolution:

Mode of Voting	Number of Equity Shareholders voted through remote e-voting/e-voting	Number/Value of votes cast by them	% of total number/value of valid votes cast
Remote E-voting	25	9,88,084	100
E-voting at the meeting	0	0	0
Total Voting	25	9,88,084	100

iii) Invalid votes:

Mode of Voting	Number of Equity Shareholders voted through remote e-voting	Number/Value of votes cast by them	% of total number/value of valid votes cast
Remote E-voting	0	0	0
E-voting at the meeting	0	0	0
Total Voting	0	0	0

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APPROVAL BY MAJORITY OF PUBLIC SHAREHOLDERS

15. I further submit that, since the Resulting Company is a listed public limited company, the equity shares of which are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), the approval of the Scheme by the Equity Shareholders was also required to be tested separately against the requirement of approval by the majority of the Public Shareholders of the Company, in terms of Clause 20 of the Scheme, read with the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Scheme Circular"), the Observation Letters/No-Objection Certificates issued by BSE dated December 04, 2025 and by NSE dated December 05, 2025, and Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). For this purpose, the term 'Public' has the meaning assigned to it under Rule 2(d) of the Securities Contracts (Regulation) Rules, 1957, and the term 'Public Shareholders' is construed accordingly, i.e., Equity Shareholders of the Company other than the Promoter and Promoter Group.

16. In accordance with the aforesaid requirement, votes cast by the Public Shareholders of the Company, both by way of remote e-voting and e-voting at the meeting, is separately tabulated as follows:

i) Voted in favour of the resolution:

Mode of Voting	Number of Equity Shareholders voted through remote e-voting/ e-voting	Number/Value of votes cast by them	% of total number/value of valid votes cast
Remote E-voting	143	1,78,17,785	99.96
E-voting at the meeting	1	7,555	0.04
Total Voting	144	1,78,25,340	100

ii) Voted against the resolution:

Mode of Voting	Number of Equity Shareholders voted through remote e-voting/e-voting	Number/Value of votes cast by them	% of total number/value of valid votes cast
Remote E-voting	25	9,88,084	100
E-voting at the meeting	0	0	0
Total Voting	25	9,88,084	100

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17. Thus, the Resolution as given in the Notice of the meeting may be considered as passed with requisite majority of the Public Shareholders of the Company.

Thanking you,
Yours truly,

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CA Rajmohan R
Membership No. 221844
UDIN: 26221844DTELQA4025

Place: Kizhakkambalam, Kerala
Date: 25th July 2026

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Annexure No. 1

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.com
Website: www.kitexgarments.com

To,

Rajmohan R
Practicing Chartered Accountant
Rajbhavan, HS 514/12/1 and 175A,
Krishnapuram, 6th Street,
Ollukkara P O, Thrissur,
Kerala, India - 680655

Sub: Certification of Shareholders and Share Capital as on the Cut-Off Date, i.e, July 17, 2026

Dear Sir/Madam,

Pursuant to an order dated January 22, 2026 passed by the Kochi Bench of the Hon'ble National Company Law Tribunal in connection with the Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, I, Dayana Joseph, Company Secretary of the Company, do hereby certify the following as on cut-off date, i.e, July 17, 2026:

Particulars	Details
Total number of equity shareholders	102519
Total number of equity shares issued	199500000
Total paid-up equity share capital	199500000
Face value per share	₹ 1/-

For **Kitex Garments Limited**

Dayana.

Dayana Joseph
Company Secretary & Compliance Officer

Date: July 20, 2026
Place: Kochi

Cc to : The Scrutinizer

CA Rajmohan R
MCom, FCA, ACS, CAIIB, IP, RV, DISA, FAFD
Chartered Accountant, Company secretary, Insolvency Professional & Registered Valuer

Ref No SCT/5/2026 **25-07-2026**

SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Mr. Kuldip Kumar Kareer, Former Member (Judicial), NCLT
The Chairman appointed by the National Company Law Tribunal, Kochi Bench for the meeting of the Unsecured Creditors of M/s Kitex Garments Limited (CIN: L18101KL1992PLC006528) having its Registered Office at Building No. VI/496, Kizhakkambalam, Vilangu P.O., Aluva, Ernakulam, Kerala, India, 683561

Sub: Scrutinizer's Report on the results of e-voting by the Unsecured Creditors of M/s Kitex Garments Limited (CIN: L18101KL1992PLC006528) (Resulting Company) through remote e-voting process (prior to the meeting) and e-voting at the meeting held on Friday, 24th July 2026 at 02:30 p.m. (IST) ("Meeting"), through virtual mode, convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Kochi Bench ("Hon'ble Tribunal" or "NCLT") vide its Order dated 22nd January 2026 in the matter of the Composite Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Scheme")

Dear Sir,

1. I, Rajmohan R., appointed as Scrutinizer vide Order of the Hon'ble National Company Law Tribunal, Kochi Bench dated January 22, 2026 for the purpose of scrutinizing remote e-voting process and e-voting conducted at the meeting of the Unsecured Creditors of M/s Kitex Garments Limited (CIN: L18101KL1992PLC006528), convened and held on Friday, 24th July 2026 at 02:30 p.m. IST **("Meeting")** in a virtual mode i.e, through Video Conferencing **(VC)** / Other Audio Visual Means **(OAVM)("the meeting)** in a fair and transparent manner and for ascertaining the requisite majority on the remote e-voting and e-voting on the Resolution as set out in the Notice convening the meeting in accordance with the provisions of Sections 108 and 230 to 232 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (Rules) and Regulation 44 of SEBI (Listing Obligations and

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Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") permitting the conduct of the meeting through virtual mode.

2. The Management of the Resulting Company is responsible for facilitating the meeting and the Chairman is responsible for the compliance with the requirements of the Act and the Rules and SEBI Listing Regulations and Order of the Hon'ble NCLT in relation to exercising of voting rights through electronic means, on the resolution as set out in the Notice dated 10th June, 2026 convening the meeting dated 24th July 2026.

3. My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the meeting is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the resolution as set out in the Notice dated 10th June 2026 convening the meeting dated 24th July 2026, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), engaged by the Resulting Company for providing e-voting facility.

4. Further, proxy voting is not allowed and proxy registers were not maintained by the Resulting Company in respect of the said meeting.

5. The Company has availed the e-voting services offered by CDSL for providing the remote e-voting and the facility of e-voting during the meeting.

6. The remote e-voting period commenced on Monday, 20th July, 2026 at 9:00 A.M. (IST) and remained open until Thursday, 23rd July, 2026 at 5:00 P.M. (IST). During this period, 60 Unsecured Creditors, out of a total of 335 Unsecured Creditors entitled to vote, exercised their voting rights on the resolution set out in the Notice convening the meeting. Further, 1 Unsecured Creditor casted its vote through the e-voting facility made available during the meeting. In this regard, the Resulting Company has furnished the certification of Unsecured Creditors as on the cut-off date, duly certified by the Independent Chartered Accountant of the Resulting Company vide certificate dated 10th June, 2026 which is enclosed as **Annexure No.1** herein.

7. The remote e-voting module of CDSL was disabled on Thursday, 23rd July, 2026 at 05:00 P.M (1ST).

8. The quorum for the Meeting of the Unsecured Creditors of the Resulting Company was as prescribed under Section 103 of the Companies Act, 2013. The meeting was commenced with 15 creditors having outstanding amount of Rs. 88,59,882 as on March 31, 2026 (cut-off date), thereby satisfying the quorum requirement.

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9. Upon the commencement of the meeting, the e-voting platform was activated to enable the Unsecured Creditors, who were present at the meeting through VC/OAVM and who had not cast their vote on the resolution through remote e-voting, to vote through e-voting facility provided at the meeting. The e-voting facility provided at the meeting was disabled 15 minutes after the conclusion of the meeting.

10. I, as the Scrutinizer, unblocked the votes cast by the Unsecured Creditors of the Resulting Company through e-voting process on Friday, 24th July, 2026 at 03:04 P.M in the presence of Adv. Shine N S, who is not in employment of the Resulting Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

11. Thereafter, the details containing inter alia the list of Unsecured Creditors of the Resulting Company who have cast "for" or "against" the resolution that was put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of CDSL.

12. I have scrutinized the votes cast by remote e-voting and e-voting conducted at the meeting.

13. The voting rights of Unsecured Creditors of the Resulting Company is in proportion to their outstanding amount in the Resulting Company as on the cut-off date.

14. Based on the reports generated from the e-voting portal of CDSL, I hereby submit my Report on the result of the votes cast by the Unsecured Creditors of the Resulting Company through remote e-voting and e-voting conducted at the meeting on the resolution as set out in the Notice convening the meeting, as under:

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and any other applicable provisions of the Companies Act, 2013, and the rules, regulations, circulars, and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by the Securities and Exchange Board of India ("SEBI"), as amended from time to time ("SEBI Scheme Circular"), and applicable listing regulations and any other circulars/guidelines issued by SEBI applicable to schemes of arrangement from time to time, and the relevant provisions of other applicable laws, the Observation Letter issued by BSE Limited dated 04th December 2025 and National Stock Exchange of India Limited dated 05th December 2025 , the provisions of the Memorandum of Association and Articles of Association of Kitex Garments Limited ("Company"), and subject to the approval of the Kochi Bench of the Hon'ble National Company Law Tribunal ("NCLT") and the approvals of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Kochi Bench of the NCLT or by any statutory or regulatory*

authorities while granting such consents, approvals, and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers, including the powers conferred by this resolution), the proposed Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited and their respective shareholders and creditors ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT *Mr. Sabu M Jacob, Managing Director, Mrs. Sindhu Chandrasekharan, Whole-Time Director, Mr. Boby Michael, Chief Financial Officer and Ms. Dayana Joseph, Company Secretary be and are hereby authorized to do all such acts, deeds, matters, and things as they may, in their absolute discretion, deem requisite, desirable, appropriate, or necessary to give effect to this resolution and effectively implement the arrangement/demerger embodied in the Scheme, and to accept such modifications, amendments, limitations, and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Kochi Bench, or such other regulatory/statutory authorities, while sanctioning the Scheme, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, or to approve withdrawal (and, where applicable, re-filing) of the Scheme at any stage for any reason, including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required, or imposed, whether by SEBI, the Kochi Bench of the NCLT, and/or any other authority, which are, in their view, not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds, and things as they may deem necessary and desirable in connection therewith and incidental thereto."*

APPROVAL OF THE SCHEME OF ARRANGEMENT BETWEEN KITEX CHILDRENSWEAR LIMITED, THE DEMERGED COMPANY AND KITEX GARMENTS LIMITED, THE RESULTING COMPANY AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, PURSUANT TO THE PROVISIONS OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

i) Voted in favour of the resolution:

Mode of Voting	Number of Unsecured Creditors voted through remote e-voting/ e-voting	Number/Value of votes cast by them	% of total number/value of valid votes cast
Remote E-voting	59	17,19,23,344	99.984
E-voting at the meeting	1	27,000	0.016
Total Voting	60	17,19,50,344	100

Rajbhavan, HS 175A, St No 6, Krishnapuram, Ollukkara (P.O), Thrisssur, Kerala 680655 Mob: 9946823989 email: carajmohan@gmail.com, rajmohanip@gmail.com

ii) Voted against the resolution:

Mode of Voting	Number of Unsecured Creditors voted through remote e-voting/e-voting	Number/Value of votes cast by them	% of total number/value of valid votes cast
Remote E-voting	1	75,225	100
E-voting at the meeting	0	0	0
Total Voting	1	75,225	100

iii) Invalid votes:

Mode of Voting	Number of Unsecured Creditors voted through remote e-voting	Number/Value of votes cast by them	% of total number/value of valid votes cast
Remote E-voting	0	0	0
E-voting at the meeting	0	0	0
Total Voting	0	0	0

15. Thus, the Resolution as given in the Notice of the meeting may be considered as passed with requisite majority.

Thanking you,
Yours truly,

CA Rajmohan R
Membership No. 221844
UDIN: 26221844WTDNSN7669

RAJMOHAN R FCA ACS IP RV CAIIB DISA IBBI/IPA-001/IP-P-02331/2020-2021/13517 INSOLVENCY PROFESSIONAL

Place: Kizhakkambalam, Kerala
Date: 25th July 2026

Rajbhavan, HS 175A, St No 6, Krishnapuram, Ollukkara (P.O), Thrisssur, Kerala
680655 Mob: 9946823989 email: carajmohan@gmail.com, rajmohanip@gmail.com

Annexure No.1

CYRIAC & ASSOCIATES

To,

The Board of Directors,
Kitex Garments Limited ("Resulting Company"),
Building No. VI/496,
Kizhakkambalam, Vilangu P O,
Aluva, Ernakulam,
Kerala, India – 683561

Sub: Certification of Creditors Balances as on March 31, 2026

We, Cyriac & Associates, Chartered Accountants, have been engaged for the issuance of this certificate.

We have been requested to verify and certify the list of unsecured creditors of the Resulting Company as on March 31, 2026 in connection with the Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Scheme of Arrangement, a copy whereof furnished to us duly signed by the Managing Director of the Resulting Company, has been approved at a meeting of the Board of Directors held on February 14, 2025. The Resulting Company is part of the said Scheme of Arrangement.

We have verified the books of accounts and records of Kitex Garments Limited (hereinafter referred to as "the Company"). We state that the Company has provided the complete list of unsecured creditors, duly certified by the Chief Financial Officer of the Company.

Subject as aforesaid, we certify that the following is the summary of amounts lying to the credit of various creditors as on March 31, 2026:

Sl. No	Particulars	No of Unsecured Creditors	Amount (Rs.)
1	Unsecured Creditors	335	2490,33,872

This certificate is issued at the specific request of Kitex Garments Limited for the purpose state above in connection with the proposed Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

For Cyriac & Associates
Chartered Accountants

For CYRIAC & ASSOCIATES
Chartered Accountants
Manoj T.G
Partner
M. No. 214383

CYRIAC & ASSOCIATES Kochi Chartered Accountants

Manoj T G
Partner
Membership No. 214383
FRN:014033 S
UDIN: 26214383TDBRKN4280

Date: June 10, 2026
Place: Kochi

Cc to : The Scrutinizer

50/875A, Mukkottil Temple Road, Poonithura P.O, Ernakulam-682038.
Email: manoj@cyriacassociates.com, manojtgfca@outlook.com
Mob: +91-9400705728 Office 0484-2926004

Annexure - C

KITEX GARMENTS LIMITED
Voting Results
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2025

Date of the AGM/EGM	24.07.2026
Total number of shareholders on cut off date	102519
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	33

Item 1: To consider and approve the Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 including rules and regulations made thereunder ("Scheme").								
Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	113032386	113026143	99.99	113026143	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	113032386	113026143	99.99	113026143	0	100	0
Public- Institutions	E-Voting	2359158	1378909	58.45	395514	983395	28.68	71.32
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	2359158	1378909	58.45	395514	983395	28.68	71.32
Public- Non Institutions	E-Voting	84108456	17449850	20.75	17445161	4689	99.97	0 03000000
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	84108456	17449850	20.75	17445161	4689	99.97	0.03
Total		199500000	131854902	66.09	130866818	988084	99.25	0.75

In accordance with the provisions of Section 230-232 of the Companies Act, 2013, the resolution has been approved by the majority of equity shareholders, representing three fourth in value of the equity shareholders who voted.

KITEX GARMENTS LIMITED
KIZHAKKAMBALAM

KITEX GARMENTS LIMITED
Voting Results
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2025

Item 1: To consider and approve the Scheme of Arrangement between Kitex Childrenswear Limited and Kitex Garments Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 including rules and regulations made thereunder ("Scheme").								
Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	113032386	0	0	0	0	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	**113032386**	**0**	**0.00**	**0**	**0**	**0**	**0**
Public- Institutions	E-Voting	2359158	1378909	58.45	395514	983395	28.68	71.32
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	**2359158**	**1378909**	**58.45**	**395514**	**983395**	**28.68**	**71.32**
Public- Non Institutions	E-Voting	84108456	17449850	20.75	17445161	4689	99.97	0.03000000
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	**84108456**	**17449850**	**20.75**	**17445161**	**4689**	**99.97**	**0.03**
Total		**199500000**	**18828759**	**9.44**	**17840675**	**988084**	**94.75**	**5.25**

As the number of votes cast by the Public Shareholders in favour of the resolution are more than the number of votes cast by the public shareholders against it, the resolution has been passed in terms of the SEBI Master circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20,2023.

KITEX GARMENTS LIMITED
KIZHAKKAMBALAM