

(FOUR STAR EXPORT HOUSE RECOGNISED BY GOVT. OF INDIA)  
INTEGRATED MANAGEMENT SYSTEM CERTIFIED AND PRACTICING COMPANY

Divisional Office :

No. 83 , 1st Main Road, R.A. Puram, Chennai 600 028, India.

Phone : +91 44 4227 7374

E-Mail : loyal@loyaltextiles.com

GSTIN : Tamil Nadu : 33AAACL2632C1Z8, Andhra Pradesh : 37AAACL2632C1Z0

CIN : L17111TN1946PLC001361, PAN : AAACL2632C

REF: LOYAL/SEC/2024-25/043

January 22, 2025

The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 514036	The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. Symbol: LOYALTEX
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Dear Sir / Madam,

**Sub: Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice**

We attach herewith the Postal Ballot Notice dated January 17, 2025 sent to the shareholders for their approval for the appointment of Ms. Vishala Ramswami (DIN: 06967899) as a Non-Executive Non -Independent Director of the Company.

In accordance with the General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA circulars'), the Postal Ballot Notice has been sent only in electronic form to member(s) whose name(s) appeared on the Register of Member(s)\List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited as on Friday, January 17, 2025 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories.

Approval of the members is sought by way of Ordinary Resolution set out in the Notice through electronic means (e-voting) only.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all the members. The e-voting period commences on Monday, January 27, 2025 at 9.00 a.m. (IST) and ends on Tuesday, February 25, 2025 till 5.00 p.m. (IST). The results of voting by Postal Ballot (through e-voting) will be announced to the Stock Exchanges on or before Wednesday, February 26, 2025.



*S. M. S. S. S.*

Registered Office :

No. 21/4, Mill Street, Kovilpatti 628 501, Tamil Nadu, India

Phone : +91 4632 220001-5

E-Mail : kovilpatti@loyaltextiles.com,  : www.loyaltextiles.com



The Postal Ballot Notice along with explanatory statement, instructions for e-voting are also available on the website of the Company: [www.loyaltextiles.com](http://www.loyaltextiles.com) and on the website of NSDL <https://www.evoting.nsdl.com/>.

We request you to kindly take the same on record

Thanking You,

Yours faithfully  
For LOYAL TEXTILE MILLS LIMITED



S. Muthukrishnan  
Company Secretary  
Membership No: F9420



Encl: As above

# LOYAL TEXTILE MILLS LIMITED

(CIN: L17111TN1946PLC001361)

Regd. Office: 21/4, Mill Street, Kovilpatti 628 501

Email: [secretarial@loyaltextiles.com](mailto:secretarial@loyaltextiles.com), Website: [www.loyaltextiles.com](http://www.loyaltextiles.com)

Phone: 04632-220001 Fax: 04632-221353

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## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Member(s),

**NOTICE** of Postal Ballot is hereby given to the Members of Loyal Textile Mills Limited ('the Company'), pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (referred to as 'Rules'), Secretarial Standards-2 (SS-2), Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 09/2023 dated September 25, 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'the MCA Circulars'), and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the special businesses as set out below is proposed for seeking approval of the Members by way of Ordinary Resolution through the process of Postal Ballot, by electronic means.

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts, is appended to this Postal Ballot Notice.

The Board of Directors of the Company have appointed M/s. B. Chandra & Associates, Practicing Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) as the Scrutiniser for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 and 22 of Rules and Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering e-voting facility to all the Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

### **SPECIAL BUSINESS**

1. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

### **APPROVAL FOR APPOINTMENT OF MS. VISHALA RAMSWAMI AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY**

**"RESOLVED** that subject to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), Regulation 17 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination & Remuneration



Committee, Ms.Vishala Ramswami (DIN: 06967899), who was appointed as an Additional Director in the capacity of Non-Executive Non-Independent Director with effect from January 17, 2025 by the Board of Directors be and is hereby appointed as a Non- Executive Non-Independent Director of the Company, liable to retire by rotation to be effective from January 17, 2025.”

**Registered Office:**

No.21/4, Mill Street,  
Kovilpatti - 628 501  
Tel: +91 4632 220001 -5  
E-mail: secretarial@loyaltextiles.com  
Website: www.loyaltextiles.com

By Order of the Board of Directors  
Sd/-  
S Muthukrishnan  
Company Secretary

January 17, 2025  
Chennai

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details pursuant to SEBI Listing Regulations is annexed.

2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, January 17, 2025 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the websites of the Company and NSDL. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.

3. Member(s) whose name(s) appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

4. Service of Postal Ballot Notice electronically:

Members holding shares in physical mode	This Postal Ballot Notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Registrar and Transfer Agent.
Members holding shares in demat mode	This Postal Ballot Notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Depositories.

5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by electronic means through E-voting services provided by NSDL. The instructions for E-voting are annexed to this Notice.

**Remote e-voting timeline:**

Commencement of e-voting	9:00 AM on Monday, January 27, 2025
Conclusion of e-voting	5:00 PM on Tuesday, February 25, 2025

E-voting shall not be allowed beyond the said date and time.

6. 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 i.e., Friday, January 17, 2025.

7. The resolution, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on Wednesday, February 26, 2025 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.

8. The Board of Directors of the Company have appointed Messrs.B.Chandra & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) who are not in employment of the Company as the Scrutiniser, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated their willingness to be appointed for conducting the Postal Ballot process.

9. The Scrutiniser will submit their report to the Chairperson or any authorised person of the Company and the results of the Postal Ballot will be announced on or before Wednesday, February 26, 2025. The said results will be displayed at the Registered Office of the Company and intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.loyaltextiles.com](http://www.loyaltextiles.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

10. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. on all working days (Monday - Friday) till the last date for E-voting. Members seeking inspection may send an e-mail to [secretarial@loyaltextiles.com](mailto:secretarial@loyaltextiles.com), mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhaar Card attached to the e-mail.

11. The instructions for E-voting are as under:

i) The voting period begins at 9:00 a.m. on Monday, January 27, 2025 and ends on Tuesday, February 25, 2025 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, January 17, 2025 may cast their votes electronically. The E-voting module shall be disabled by NSDL for voting thereafter.

ii) 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 e-mail address in their demat accounts in order to access the E-voting facility.

iii) Pursuant to aforesaid SEBI Circular, login process for E-voting for Individual shareholders holding securities in Demat mode is given below:

Step 1: Access to NSDL e-voting system





Step 2: Cast your vote electronically on NSDL e-voting system

**Step 1: Access to NSDL e-voting system****A. LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE**

In terms of SEBI circular dated December 9, 2020 on 'e-voting facility provided by Listed Companies', the e-voting process has been enabled to all individual demat account holders, by way of a single login credential, through their demat account(s)/websites of Depositories/Depository Participant(s) ('DPs') in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP'); thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholder</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<p>I. NSDL IDeAS facility:</p> <ol style="list-style-type: none"> <li>1. In case you are registered with NSDL IDeAS facility, then –               <ol style="list-style-type: none"> <li>a. Please visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile phone.</li> <li>b. The e-Services home page is displayed. On the e-Services home page, click on the 'Beneficial Owner' icon under 'Login' available under 'IDeAS' section.</li> <li>c. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services.</li> <li>d. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page.</li> <li>e. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote.</li> </ol> </li> <li>2. If you are not registered for IDeAS e-Services -               <ol style="list-style-type: none"> <li>a. The option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>b. Select "Register Online for IDeAS Portal" or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c. Upon successful registration, please follow the steps given in point (a) to (e) above.</li> </ol> </li> </ol> <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> <li>a. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile phone.</li> <li>b. Once the home page of e-voting system is launched, click on the 'Login' available under the 'Shareholder/Member' section.</li> </ol>

	<p>c. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen.</p> <p>d. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>e. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote.</p> <p>f. Shareholders/Members can also download NSDL Mobile App “NSDL Speed e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store      Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest can login through their user ID and password. The option to reach the e-voting page will be made available without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest, the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, the option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the demat Account. After successful authentication, the user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.</li> <li>Once logged in, you will be able to see e-voting option. Once you click on the e-voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature.</li> <li>Click on the options available against company name or e-voting service provider - NSDL and you will be redirected to the e-voting website of NSDL for casting your vote.</li> </ol>

**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. NSDL AND CDSL**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-21-09911

**B. LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE**

1. 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 phone.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.

5. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



6. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-voting will open.

**Step 2: Cast your vote electronically on NSDL e-voting system**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of Ashok Leyland Limited.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutiniserbc@gmail.com](mailto:scrutiniserbc@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-voting' tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact Mr. Amit Vishal, Assistant Vice President, or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., at the designated e-mail IDs: [evoting@nsdl.com](mailto:evoting@nsdl.com) or [AmitV@nsdl.com](mailto:AmitV@nsdl.com) or [pallavid@nsdl.com](mailto:pallavid@nsdl.com) to get your grievances on e-voting addressed.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDs ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode, please provide 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 Aadhaar Card) along with Form ISR-1 for updation of KYC details by e-mail to [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com)
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.**
4. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user ID and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular 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 required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

Members are requested to note that SEBI vide circular dated November 3, 2021 and subsequent circulars has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:

- PAN;
- KYC details containing address, mobile number, e-mail address, bank account details;
- Nomination details.

Also, pursuant to the above SEBI Circulars, with effect from April 01, 2024, in case of non-updation of PAN and KYC details except “choice of nomination”, the shareholders holding shares in physical form shall be eligible for the following only after furnishing KYC details:

- to lodge grievance or avail any service request from the RTA
- to receive any payment of dividend through electronic mode in respect of shares held in the folio in physical form.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA in the prescribed Forms i.e. ISR-1, ISR-2, ISR-3 or SH-13 / SH-14 at the earliest. Any clarifications in this regard may be addressed to the RTA at [sta@gnsaindia.com](mailto:sta@gnsaindia.com).

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

As required under Section 102 of the Act, the following Explanatory Statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice.

Ms.Vishala Ramswami (DIN:06967899) was associated with the Company in the capacity of Chief Operating Officer of the Company for a brief period between October 2017 and March 2018 and as Executive Director since 2020.

Ms.Vishala Ramswami resigned as the Executive Director and Directorship with effect from 27<sup>th</sup> December, 2024.

Considering her functional expertise and that her contribution is immensely beneficial to the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors through a resolution passed by circulation dated January 17, 2025 have appointed Ms.Vishala Ramswami as an Additional Director in the capacity of Non- Executive Non – Independent Director liable to retire by rotation w.e.f. 17<sup>th</sup> January, 2025.

The Company has received requisite consent and declarations from Ms.Vishala Ramswami in accordance with the provisions of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). Profile of Ms. Vishala Ramswami is given below:

Ms. Vishala Ramswami has done undergraduate degree in Economics and Management from the University of Bath, England and Master's Degree in International Development from London School of Economics. She had worked at EY's (Ernst & Young) Global headquarters in London as Global brand, Marketing & Communications Officer.

Ms.Vishala Ramswami shall be entitled by way of sitting fees for attending meetings of the Board and the Committees thereof wherever she would be appointed as a member, reimbursement of expenses for participating at the Board and Committee meetings and commission as may be decided by the Nomination and Remuneration Committee/ Board within the limits stipulated under Section 197 of the Companies Act, 2013.

As per the provision of the Companies Act, 2013, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. As per the requirements of Regulation 17 (1C) of SEBI Listing Regulations, the approval of the shareholders is required to be obtained for the appointment of a Director, within three months from the date of appointment or next general meeting, whichever is earlier. Accordingly, the approval of the members is being sought for the appointment of Ms. Vishala Ramswami as a Non- Executive Non- Independent Director of the Company, liable to retire by rotation, by way of Postal Ballot.

The disclosure as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings is given as Annexure – A.

Except Ms. Vishala Ramswami, Director, and Mrs. Valli M Ramaswami, Chairperson and Whole Time Director (who are relatives), none of the Directors and Key Managerial Personnel of the Company and their relatives is interested or concerned, financially or otherwise, in the resolution set out in this Notice for approval by the Members of the Company.

The Board recommends the Resolution as set out in this notice for approval of the Shareholders.

**Registered Office:**

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Kovilpatti - 628 501  
Tel: +91 4632 220001 -5  
E-mail: [secretarial@loyaltextiles.com](mailto:secretarial@loyaltextiles.com)  
Website: [www.loyaltextiles.com](http://www.loyaltextiles.com)

By Order of the Board of Directors  
Sd/-  
S Muthukrishnan  
Company Secretary

January 17, 2025  
Chennai



## Annexure A

### Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings.

Name of the Director	Ms.Vishala Ramswami
DIN	06967899
Date of Birth and Age	April 06, 1992; 32 years
Date of Appointment	January 17, 2025.
Qualification	M.Sc., International Development, London School of Economics B.Sc., Economics & Management, University of Bath, England
Expertise in specific functional areas	Corporate Strategy, Marketing, Sales
Board Membership of other companies including entities as on the date of Postal Ballot Notice	1. M/s. Rhea Cotton Traders Pvt. Ltd. 2. M/s. Hellen Cotton Trading Company Pvt. Ltd. 3. M/s. Nemesis Cotton Trading Company Pvt. Ltd. 4. Kurunji Properties Private Limited
Chairmanship (s)/ Membership(s) of Committees of other Companies as on the date of Postal Ballot	Nil
Number of shares held in the Company (self and as a beneficial owner)	550 Equity Shares of Rs.10/- each
Remuneration proposed to be paid	Sitting Fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participating in the Board and other meetings and such amount of commission as may be decided by the Nomination and Remuneration Committee/ Board.
Remuneration last drawn	Rs.13.44 Lakhs per annum (in the capacity of Executive Director till 27 <sup>th</sup> December, 2024).
Terms and conditions of appointment	As mentioned in the resolution.
Relationship with other Directors or KMP of the Company	Ms.Vishala Ramswami is a relative of Mrs.Valli M Ramaswami, Chairperson and Whole Time Director of the Company.
Number of Meetings of the Board attended during the year	Attended 2 out of 4 Board Meetings held during FY 2024-2025 as on date of this notice.
Listed entities from which the Director has resigned in the past three years	Nil.