

LOYAL TEXTILE MILLS LTD
 (CIN: L17111TN1946PLC001361)
 REGD OFFICE: 21/4 MILL STREET, KOVILPATTI 628 501
 Email :investor@loyaltextiles.com, Website :www.loyaltextiles.com
 Phone:04632-220001 Fax:04632-221353



POSTAL BALLOT FORM

Registered folio No. / *Client ID No.	Number of shares held:
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I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Resolution summary	OR / SR	No. of Shares held by me	I / We assent to the resolution	I / We Dissent to the resolution
1	Adoption of audited financial statements for the year ended 31st March 2015.	OR			
2	Approval of Final dividend for the year ended 31 st March 2015	OR			
3	Appointment of Mr. P. Manivannan who retire by rotation and eligible for re-appointment	OR			
3	Ratification of Appointment of M/s.Suri & co., Chartered Accountant, Chennai, as Statutory Auditor	OR			
4	Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013	SR			
5	Appointment of Whole Time Director	OR			
6	Ratification of remuneration of the Cost Auditor	OR			

OR- Ordinary Resolution / SR – Special Resolution

Place:

Date:

(Signature of the shareholder)

Electronic voting particulars

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (E-voting Event Number)	User ID	Password

(Contd..)

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
21st September 2015 (9.00 am)	23rd September 2015 (5.00 am)

General Information :

1. Please read the instructions printed below carefully before filling this form and for e-voting through electronic means provided in the Note No .13 of the Notice of the 69th AGM carefully.
2. There will be one Postal ballot form for every Folio / Client ID, irrespective of the numbers of joint holders.
3. Pursuant to the provisions of section 110 and other applicable provisions , if any , of the Company Act ,2013 ,read with Rule 22 of the Companies (Management Administration)Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force),assent or dissent of the Shareholders in respect of the Resolutions contained in the 69th AGM Notice is being sought through postal ballot process.
4. The shareholder(s) can opt only one mode of Voting , i.e either by e-voting or physical mode . If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However , in case shareholders cast their vote by physical ballot and e-voting , then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Instructions :

1. The member desiring to exercise vote by postal ballot may complete the Postal Ballot form and send it to the company in the attached self –addressed business reply envelope. Postage will be borne and paid by the company. However , envelopes containing postal Ballots, if sent by courier at the expenses of the registered member will be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer and their address, appointed by the board of Directors of the company.
3. The form should be completed and signed by the member . In case of joint holding , this form should be completed and signed (as per specimen signature registered with the company) by the first –named Member and in his / her absence , by the next named Member.
4. Please note that the postal ballot shall not be signed by the proxy.
5. Assent or Dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
6. The vote of the Member will be considered invalid on any of the following grounds;
 - a. unsigned postal Ballot form will be rejected;
 - b. If the Member’s Signature does not tally;
 - c. If the member has Marked his / her / its vote both for ‘Assent’ and also for ‘Dissent’ to the ‘Resolution’ in such a manner that the aggregate Shares voted for ‘Assent’ and ‘Dissent’ exceeds total number of shares held;
 - d. If the Postal Ballot Form is unsigned , incomplete or incorrectly filled;
 - e. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the scrutinizer to identify either , the Member or the number of votes , or as to whether the votes are for ‘Assent’ or ‘Dissent’, or if the signature could not be verified or one or more of the above grounds.
7. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on **September 17, 2015**.
8. Duly Completed Postal Ballot form should reach the company or the Scrutinizer not later than the close of working hours **(5.00PM) on Tuesday , September 23 , 2015**. All postal Ballot forms received after this date will be strictly treated as if the reply from the members has not been received.
9. In case of Shares held by the companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolutions/ Authority , authorizing the signatory to execute and sign the Postal Ballot Form .
10. Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self – addressed envelope as the envelope will be sent to the scrutinizer and any extraneous paper found in the envelope would be destroyed by the scrutinizer. Members are also requested not to write anything on the Postal Form except giving their assent or dissent and affixing their signatories.
11. A member may request for duplicate postal ballot form, if so required. However the duly filled in and signed duplicate postal form should reach the Scrutinizer not later than the date specified in the point no.(8) above.
12. Postal Ballot form received by Fax will be rejected as if reply from the Shareholder has not been received unless the original postal ballot form is received within prescribed time period.
13. The Scrutinizer’s decision on the validity of a Postal Ballot will be final.

Notice

Committee Membership : NIL

Item No.7 Ratification of Remuneration of Cost Auditor

The board, on the recommendation of the audit committee at its meeting held on 11th February, 2015, appointed Mr V Balasubramanian, Practising Cost Accountant, having Membership No. 4771, as cost auditor of the Company, in terms of Section 148 of the Companies Act, 2013 (the Act 2013) and fixed a sum of Rs.1 lakh as remuneration payable to him for the financial year 2015-2016, at the Board Meeting held on 28th May 2015 subject to ratification by the shareholders of the Company.

In terms of Section 148(3) of the Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor, as recommended by the audit committee and approved by the board, is required to be ratified by the shareholders of the Company, at the ensuing AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No.6 of this Notice.

The board, therefore, recommends the ordinary resolution, as set out in item No.7, for ratification of the remuneration payable to the Cost Auditor by the shareholders of the Company.

By order of the Board
For Loyal Textile Mills Limited

Place: Chennai
Date: 28th May, 2015

MANIKAM RAMASWAMI
Managing Director