

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

Regd. Office :

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

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E-Mail : kovilpatti@loyaltextiles.com

TIN : 33615860011 • CST No. 468758 / 13.12.1958

CIN : L17111TN1946PLC001361

**REF: LTM/SEC/1617/018**

**15<sup>th</sup> September, 2016**

**To**

The Manager - Listing Department,  
Bombay Stock Exchange Limited,  
II floor,, New Trading Ring,  
Rountania Building P J towers,  
Dalal Street,  
Mumbai -400 001

Dear Sir,

Sub : Disclosure / submissions undertaking pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the captioned subject, please find attached the following:-

1. Summary of proceedings as required under Regulations 30, Part -A of Schedule - III of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations as Annexure -I.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure -II
3. Report of Scrutinizer dated September 14,2016, pursuant to Section 108 of the companies Act ,2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules ,2014.
4. Annual Report for the Financial year 2015 -2016 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Kindly take on record the above

Thanking you

**For M/s. Loyal Textile Mills Limited**



**Arumugam M**  
**Company Secretary**

DIVISIONAL OFFICE :

No. 83 (Old No. 41), 1st Main Road, R.A. Puram,  
Chennai 600 028, INDIA.

Phone : +91 44 4227 7374 Fax : +91 44 4306 0622

E-Mail : loyal@loyaltextiles.com

Website : www.loyaltextiles.com



## LOYAL TEXTILE MILLS LIMITED

### Details of voting results:

[Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

Date of the AGM	14.09.2016
Total Number of shareholders on record date:	2215

No. of shareholders present in the meeting either in person or through proxy:	
promoters and Promoter Group:	17
Public:	2
Proxy:	0
Total	19

No. of Shareholders attended the meeting through Video Conferencing	
promoters and Promoter Group:	N.A
Public:	N.A

### (Agenda-Wise)

Details of the Agenda:	
Resolution required: (Ordinary/Special)	Details enclosed
Mode of Voting: (Show of hands/poll/postal ballot/E-voting )	Ballot at Venue and E-voting

For LOYAL TEXTILE MILLS LTD.,

  
M. ARUMUGAM  
Company Secretary

S.No	Resoulution	Type of resolution
<b>Ordinary Business:</b>		
1	Adoption of audited financial statements for the year ended 31st March 2016.	Ordinary
2	Confirmation of dividend for the year ended 31 <sup>st</sup> March 2016	Ordinary
3	Re-appointment of Director retiring by rotation u/s 152 of the Companies Act ,2013	Ordinary
4	Ratification of Appointment of M/s. Suri & Co., Chartered Accountants, Chennai, as a Statutory Auditor and fixing their remuneration.	Ordinary
<b>Special Business:</b>		
7	Ratification of Remuneration of Cost Auditor	Ordinary

For LOYAL TEXTILE MILLS LTD.,

  
M. ARUMUGAM  
Company Secretary



Resolution	Promoter/Public	No. of Shares hold (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)	No of Abstain (6)	% of votes in favour on votes polled (7)=[(4)/(1)]*100	% of votes in against on votes polled (8)=[(5)/(1)]*100	% of votes in abstain on votes polled (9)=[(6)/(1)]*100
<b>Resolution :1 - Adoption of Financial Statements</b>										
1	PROMOTER & PORMOTER GROUP	3539845	3539845	100.00	3539845	0.00	0.00	100.00	0.00	0.00
1	PUBLIC-Others	110090	110090	100.00	110090	0.00	0.00	100.00	0.00	0.00
		<b>3649935</b>	<b>3649935</b>		<b>3649935</b>					
<b>Resolution :2 - Confirmation of Dividend</b>										
2	PROMOTER & PORMOTER GROUP	3539845	3539845	100.00	3539845	0.00	0.00	100.00	0.00	0.00
2	PUBLIC-Others	110090	110090	100.00	110090	0.00	0.00	100.00	0.00	0.00
		<b>3649935</b>	<b>3649935</b>		<b>3649935</b>					
<b>Resolution :3 - Re-appointment of Mrs. Valli M Ramaswami, Director</b>										
3	PROMOTER & PORMOTER GROUP	3539845	3539845	100.00	3539845	0.00	0.00	100.00	0.00	0.00
3	PUBLIC-Others	110090	110090	100.00	110037	53.00	0.00	99.95	0.05	0.00
		<b>3649935</b>	<b>3649935</b>		<b>3649882</b>	<b>53</b>				
<b>Resolution :4 - Ratification of appointment of Statutory Auditors</b>										
4	PROMOTER & PORMOTER GROUP	3539845	3539845	100.00	3539845	0.00	0.00	100.00	0.00	0.00
4	PUBLIC-Others	110090	110090	100.00	110037	53.00	0.00	99.95	0.05	0.00
		<b>3649935</b>	<b>3649935</b>		<b>3649882</b>	<b>53</b>				
<b>Resolution :5 - Ratification of remuneration of Cost Auditor</b>										
5	PROMOTER & PORMOTER GROUP	3539845	3539845	100.00	3539845	0.00	0.00	100.00	0.00	0.00
5	PUBLIC-Others	110090	110090	100.00	109777	313.00	102	99.72	0.28	0.09
		<b>3649935</b>	<b>3649935</b>		<b>3649622</b>	<b>313</b>				

For LOYAL TEXTILE MILLS LTD.,



M. ARUMUGAM  
Company Secretary



**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & PHYSICAL BALLOT**  
{Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time}

**FOR M/S. LOYAL TEXTILE MILLS LIMITED**

To

**The Chairman,  
70<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of M/s. Loyal Textile Mills Limited held on September 14, 2016 at 10.45 a.m. at the Registered Office of the Company at 21/4, Mill Street, Kovilpatti -628 501.**

**Sub: Passing of resolution through Remote Electronic Voting and Physical Ballot conducted at the 70<sup>th</sup> AGM of M/s. Loyal Textile Mills Limited (the Company) held on Wednesday, September 14, 2016.**

We KSM Associates, Company Secretaries, Chennai, have been appointed as Scrutinizer by the Board of Directors of M/s. Loyal Textile Mills Limited ("the Company") vide Board resolution passed on 26<sup>th</sup> May 2016 for the purpose of scrutinizing remote e-voting (**e-Voting**) and voting by use of ballot at the AGM in respect of the proposed resolutions at the 70<sup>th</sup> Annual General Meeting of the Company held on September 14, 2016 at 10.45 a.m. at 21/4, Mill Street, Kovilpatti-628 501.

The Company had appointed National Securities Depository Limited (hereinafter **NSDL** or the **Service Provider**) as the e-Voting Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 9.00 a.m. on September 11, 2016 to 5.00 p.m. on September 13, 2016. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the aforesaid 70<sup>th</sup> Annual General Meeting (AGM) of the Company.

The Service Provider accordingly had set up e-Voting facility on their website <https://www.evoting.nsdl.com/> The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through electronic means.

*M. Visalakshani*  




Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Uniform Listing Agreement pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 relating to all the modes of voting {that is, through electronic means (by remote e-voting), voting by use of ballots at the AGM} by the shareholders on the resolutions proposed in the Notice of the 70<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management of the Company. My responsibility as a Scrutinizer is to ensure that the voting processes both by remote e-Voting and by use of ballot at the AGM (**Physical Ballot**) are conducted in a fair and transparent manner and render a Consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by NSDL and based on data compiled by M/s. GNSA Infotech Limited, the Registrar and Share Transfer Agents of the Company, for voting by use of ballots at the meeting.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 6, 2016. As on that date, the Company had 2,215 (Two Thousand Two Hundred and Fifteen) shareholders.

The Company had sent the Notices of the AGM by email to 754 (Seven Hundred and Fifty Four) shareholders whose email ids were made available by the shareholders themselves. To the remaining shareholders, physical notices were sent by Courier. The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

<http://www.loyaltextiles.com/pdfs/loyal-annual-report-2015-2016.pdf>

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, amended from time to time.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9.00 a.m. on September 11, 2016 to 5.00 p.m. on September 13, 2016.

The Company also released an advertisement, which was published more than 21 days in advance of the date of the AGM, on August 22, 2016 in English newspaper "Business Line" and in Tamil newspaper "Tamizh Murasu".

At the end of the voting period on September 13, 2016 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On September 14, 2016, the votes cast through e-Voting facility was duly unblocked after the conclusion of the Annual General Meeting and results were downloaded from NSDL website by me as a Scrutinizer in the presence of Mr. Earnest Kennet Prem Kumar G and Mr. Vivekanandaa M who are not in employment of the Company and acted as witnesses, as prescribed in sub-rule 3(xii) of the said Rule 20.

At the 70<sup>th</sup> AGM of the Company, members present were allowed to cast their vote through ballot (Physical Ballot) at the venue of the AGM. The ballot papers were distributed to the shareholders present at the venue. The shareholders cast their votes in the 1 ballot box kept at a convenient location in the venue.



After announcement by the Chairman for voting through Physical Ballot, the box kept for voting was checked as empty and then locked in my presence with due identification mark placed by me. After completion of voting through Physical Ballot, the locked ballot box was opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company.

The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-Voting were considered as final in cases where member(s) have voted both in remote e-voting and by way of Physical Ballot at the AGM.

The result of the remote e-Voting together with Physical Ballot at the AGM is as under:

**(A) Consolidated**

Number of Member who cast their votes	Total number of Shares held by them	Total number of <b>Valid votes</b> (as per details provided under each one of the Resolutions mentioned hereunder)
33 (through e- Voting)	36,49,235	Various as mentioned under each of the Resolution
3 (by way of Physical Ballot at AGM)	700	Various as mentioned under each of the Resolution

**(B) Item-wise**

**Ordinary Business**

**Agenda No.1:**

*Adoption of Financial Statements*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	36,49,235	0	0
Physical Ballot at AGM	700	0	0
<b>Total</b>	<b>36,49,935</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</b>	



**Agenda No.2:**

*Confirmation of Dividend*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	36,49,235	0	0
Physical Ballot at AGM	700	0	0
<b>Total</b>	<b>36,49,935</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</b>	

**Agenda No.3:**

*Re-Appointment of Mrs. Valli M Ramaswami, Director*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	36,49,182	53	0
Physical Ballot at AGM	700	0	0
<b>Total</b>	<b>36,49,882</b>	<b>53</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>99.999</b>	<b>0.001</b>	

*Prithaashankar*





**Agenda No.4:**

*Ratification of Appointment of Statutory Auditors*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	36,49,182	53	0
Physical Ballot at AGM	700	0	0
<b>Total</b>	<b>36,49,882</b>	<b>53</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>99.999</b>	<b>0.001</b>	

**Special Business**

**Agenda No.5:**

*Ratification of remuneration of Cost Auditor*

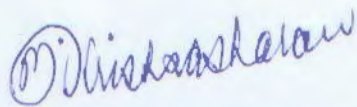
**Type of Resolution:** Ordinary Resolution

Manner of Voting	Vote in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	36,48,922	313	0
Physical Ballot at AGM	700	0	0
<b>Total</b>	<b>36,49,622</b>	<b>313</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>99.991</b>	<b>0.009</b>	

All the Resolutions stand passed with requisite majority.

We hereby confirm that we are maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-Voting and all other papers including the physical ballot papers through which votes were cast by the shareholders of the Company at the said Annual General Meeting. We shall be arranging to hand over these records to the Chairman or the Company Secretary of the Company or any other authorised person in due course, upon signing of the minutes of the aforesaid AGM as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.

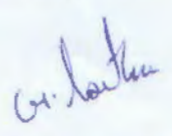
Sincerely yours  
For **KSM Associates, Company Secretaries**



**KRISHNA SHARAN MISHRA**  
**Practicing Company Secretary**  
**FCS -6447; CP -7039**

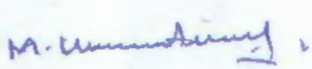
Place: Chennai  
Date: September 14, 2016

**Witness 1:**

  
Name : **EARNEST KENVET PREM KUMAR**  
Address : **3/27 James Street**  
**Poonamallee Chennai - 56**

Occupation : **Service**

**Witness 2:**

  
Name : **VIVEKANANDAA M**  
Address : **PLOT NO: 15,**  
**SEHAJ NAGAR,**  
**CHETTI PUNNIYAM,**  
**CHENGALPET TALUK,**  
**KANKHEEPURAM DISTRICT,**  
**TAMIL NADU - 603204**  
Occupation : **SERVICE**

