

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

Regd. Office :

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E-Mail : kovilpatti@loyaltextiles.com

TIN : 33615860011 • CST. No. 468758 / 13.12.1958

CIN : L17111TN1946PLC001361

REF: LTM/SEC/1718/011

27<sup>th</sup> September, 2017

The President  
The Stock Exchange, Mumbai  
Phirozee Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001

Fax: 022-22723121

Dear Sir,

**Sub:** Submission of Consolidated Scrutinizer Report for Remote E-Voting & Physical Ballot in pursuant to 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.

Ref: Scrip Code: 514036

With reference to the subject, please find the attached consolidated Scrutinizer Report for remote e-voting & physical ballot in pursuant to 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, received from M/s. KSM Associates, Company Secretaries, Chennai (Scrutinizers for the 71<sup>st</sup> AGM, appointed at the Board Meeting held on 23<sup>rd</sup> August, 2017) in respect of passing of resolution through Remote e-voting and Physical Ballot conducted at the 71<sup>st</sup> Annual General Meeting of LOYAL TEXTILE MILLS LIMITED ("the Company") held on Monday, September 25, 2017 at the registered office of the Company.

You are requested to kindly take note of the above submission on record.

Thanking you

**For LOYAL TEXTILE MILLS LTD.,**



**V. BALAMURUGAN**  
Company Secretary

DIVISIONAL OFFICE :

No. 83 (Old No. 41), 1st Main Road, Mill Street,  
Chennai 600 028, INDIA.

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

E-Mail : loyal@loyaltextiles.com

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**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 LOYAL TEXTILE MILLS LIMITED**

To

**The Chairman,**  
71<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of Loyal Textile Mills Limited held on September 25, 2017 at 12.00 noon 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 71<sup>st</sup> AGM of Loyal Textile Mills Limited (the Company) held on Monday, September 25, 2017.**

We, KSM Associates, Company Secretaries, Chennai, represented by Ms. Deepa V. Ramani, Partner have been appointed as Scrutinizers by the Board of Directors of Loyal Textile Mills Limited ("the Company") vide Board resolution passed on 23<sup>rd</sup> August 2017 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 71<sup>st</sup> Annual General Meeting of the Company held on September 25, 2017.

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 21, 2017 to 5.00 p.m. on September 24, 2017. 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 71<sup>st</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.

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 Obligations and Disclosure Requirement) Regulations, 2015 relating to all the modes of voting {that is, through electronic means (by remote e-voting) and voting by use of ballots at the AGM} by the shareholders on the resolutions proposed in the Notice of the 71<sup>st</sup> Annual General Meeting of the Company is the responsibility of the management of the Company. Our responsibility as a Scrutinizer is to ensure that the voting processes both by

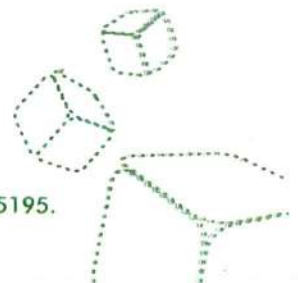


*Deepa V. Ramani*

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Company Secretaries | Trade Marks Attorneys | Compliance Advisors

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[www.ksmassociates.net](http://www.ksmassociates.net)



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 18, 2017. As on that date, the Company had 2,162 (Two Thousand One Hundred and Sixty Two) shareholders.

The Company had sent the Notices of the AGM by email to 821 (Eight Hundred and Twenty One) 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/wp-content/themes/loyal-textile/pdf/Notice-of-Annual-General-meeting-on-25.09.2017.pdf>

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for four days from 9.00 a.m. on September 21, 2017 to 5.00 p.m. on September 24, 2017.

The Company also released an advertisement, which was published more than 21 days in advance of the date of the AGM, on September 2, 2017 in English newspaper "Business Line" and in Tamil newspaper "Tamizh Murasu".

At the end of the voting period on September 24, 2017 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On September 25, 2017, 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 us as Scrutinizers in the presence of Ms. Somya Mishra and Mr. Bathrinath. P, 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 71<sup>st</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 (one) 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 our presence with due identification marks placed by us. After completion of voting through Physical Ballot, the locked ballot box was opened in our 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.



*Deepa V. Kamani*



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)
26 (through e- Voting)	3641460	Various as mentioned under each of the Resolution
2 (by way of Physical Ballot at AGM)	350	Various as mentioned under each of the Resolution

**(B) Item-wise**

**Ordinary Business**

**Agenda No.1:**

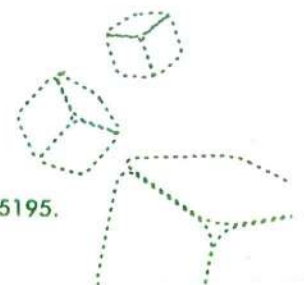
*Adoption of Financial Statements*

**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	3641460	0	0
Physical Ballot at AGM	350	0	0
<b>Total</b>	<b>3641810</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</b>	



*Deepa V. Ramani*



**Agenda No.2:**

*Declaration of Dividend*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3641460	0	0
Physical Ballot at AGM	350	0	0
<b>Total</b>	<b>3641810</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 favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3641460	0	0
Physical Ballot at AGM	350	0	0
<b>Total</b>	<b>3641810</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</b>	



*Deepa V. Kannan*



**Agenda No.4:**

*Appointment of Statutory Auditors*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3641460	0	0
Physical Ballot at AGM	350	0	0
<b>Total</b>	<b>3641810</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</b>	

**Special Business**

**Agenda No.5:**

*Approval of re-appointment of Mr. P. Manivannan, Whole time Director*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3641460	0	0
Physical Ballot at AGM	350	0	0
<b>Total</b>	<b>3641810</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</b>	

**Agenda No.6:**

*Ratification of remuneration of Cost Auditor*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3641460	0	0
Physical Ballot at AGM	350	0	0
<b>Total</b>	<b>3641810</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</b>	

**Agenda No.7:**

*Appointment of Mr. B. T. Bangera as Independent Director*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3641460	0	0
Physical Ballot at AGM	350	0	0
<b>Total</b>	<b>3641810</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</b>	



**Agenda No.8:**

*Appointment of Mrs. Vijayalakshmi Rao as Independent Director*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3641460	0	0
Physical Ballot at AGM	350	0	0
<b>Total</b>	<b>3641810</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</b>	

**Agenda No.9:**

*Re-appointment of Mr. R. Poornalingam, as Independent Director*

**Type of Resolution:** Special Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3641460	0	0
Physical Ballot at AGM	350	0	0
<b>Total</b>	<b>3641810</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</b>	



*Deepa V. Ramani*





**Agenda No.10:**

*Re-appointment of Mr. M. Madhavan Nambiar as Independent Director*

**Type of Resolution:** Special Resolution

Manner of Voting	Vote in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	3641460	0	0
Physical Ballot at AGM	350	0	0
<b>Total</b>	<b>3641810</b>	<b>0</b>	<b>0</b>
<b>Total - % (approx.)</b>	<b>100</b>	<b>0</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

*Deepa V. Ramani*

**Deepa V. Ramani**  
Partner  
FCS -5574; CP - 8760



Place: Chennai

Date: September 26, 2017

**Witness 1:** *Somyalishka*  
Name: : Somya Mishra  
Address: : No. 220, Natesan Road,  
Triplicane, Chennai  
PIN - 600005  
Occupation: : Service

**Witness 2:** *P. Balaji*  
Name: : P. Bathrinath  
Address: : No. 64, Samayal Nagar,  
Tiruvallur - 602001.  
Occupation: : Service

