

**FORM NO. MGT-7**

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



# Annual Return

(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L17111TN1946PLC001361

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACL2632C

(ii) (a) Name of the company

LOYAL TEXTILE MILLS LIMITED

(b) Registered office address

21/4, Mill Street,  
Kovilpatti

Tamil Nadu  
628501

(c) \*e-mail ID of the company

secretarial@loyaltextiles.com

(d) \*Telephone number with STD code

04632220001

(e) Website

(iii) Date of Incorporation

09/04/1946

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	1
2	NATIONAL STOCK EXCHANGE	1,024

(b) CIN of the Registrar and Transfer Agent

U65993TN1994PTC027878

Pre-fill

Name of the Registrar and Transfer Agent

GNSA INFOTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

NELSON CHAMBERS, NO-115, NELSON MANICKAM ROAD,  
AMINJIKARI, CHENNAI

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	94.7

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES  
(INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	LOYAL INTERNATIONAL SOURCING [+]	U51909TN2014PTC097852	Subsidiary	99
2	GRUPPO P&P LOYAL SPA ITALY [+]		Joint Venture	47.5

3	LOYAL IRV TEXTILE LDA, PORTI		Joint Venture	51
4	LOYAL DIMCO GROUP A.E.B.E,		Joint Venture	50

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	9,000,000	4,816,446	4,816,446	4,816,446
Total amount of equity shares (in Rupees)	90,000,000	48,164,460	48,164,460	48,164,460

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	9,000,000	4,816,446	4,816,446	4,816,446
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	90,000,000	48,164,460	48,164,460	48,164,460

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	600,000	0	0	0
Total amount of preference shares (in rupees)	60,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	600,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	60,000,000	0	0	0

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
At the beginning of the year	144,116	4,672,330	4816446			
Increase during the year	0	17,888	17888	0	0	0
i. Public Issues	0		0			
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0			
x. Others, specify	0	17,888	17888			
Decrease during the year	17,888	0	17888	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	17,888		17888			
At the end of the year	126,228	4,690,218	4816446	0	0	
<b>Preference shares</b>						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input style="width: 150px;" type="text"/>			
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 60px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 80px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 150px;" type="text"/>	
Transferor's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 150px;" type="text"/>	
Transferee's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input style="width: 150px;" type="text"/>			
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 60px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 80px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 150px;" type="text"/>	
Transferor's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 150px;" type="text"/>	
Transferee's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name

(iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
<b>Total</b>			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

14,395,697,919

(ii) Net worth of the Company

3,332,084,917

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	196,017	4.07	0	
	(ii) Non-resident Indian (NRI)		0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,343,828	69.43	0	
10.	Others		0	0	
	<b>Total</b>	<b>3,539,845</b>	<b>73.5</b>	<b>0</b>	<b>0</b>

Total number of shareholders (promoters)

19

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	944,495	19.61	0	
	(ii) Non-resident Indian (NRI)	9,257	0.19	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	



4.	Banks	0	0	0	
5.	Financial institutions	4,000	0.08	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	185,528	3.85	0	
10.	Others	133,321	2.77	0	
	<b>Total</b>	1,276,601	26.5	0	0

Total number of shareholders (other than promoters) 3,064

Total number of shareholders (Promoters+Public/  
Other than promoters) 3,083

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	20	19
Members (other than promoters)	2,712	3,064
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	0	2	0	0	0
<b>B. Non-Promoter</b>	1	7	1	7	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	5	0	5	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	7	3	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mrs. Valli M Ramaswami	00036508	Whole-time director	195,463	
Ms. Vishala Ramswami	06967899	Director	550	
Mr. M.E.Manivannan	02229808	Whole-time director	0	
Mr. B.T.Bangera	00432492	Director	0	
Mrs. Vijayalakshmi Rao	00259208	Director	0	
Mr. B. Vaidyanathan	00263983	Director	0	
Mr. R. Kannan	00366831	Director	0	
Mr. Lakshmi Narayanan	00580679	Director	0	
Mr. Gokul S Dixit	00357170	Director	0	
Mr. Madhavan Nambiar	01122411	Director	0	
Mr.A Velliangiri	ACLPV0272A	CEO	0	
Mr. K.Ganapathi	AAEPG5797L	CFO	0	
Mr.P.Mahadevan	BEHPM6385L	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr.S.Arun	00162984	Director	06/06/2022	Cessation
Mr.R.Poornalingam	00955742	Director	08/08/2022	Cessation
Mr.Lakshmi Narayanan	00580679	Additional director	08/08/2022	Appointment
Mr. Gokul S Dixit	00357170	Additional director	04/11/2022	Appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	22/09/2022	3,153	20	72.03

### B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2022	10	10	100
2	08/08/2022	9	8	88.89
3	11/11/2022	10	9	90
4	14/02/2023	10	8	80

### C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2022	6	6	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
2	Audit Committee	08/08/2022	5	5	100
3	Audit Committee	11/11/2022	5	5	100
4	Audit Committee	07/12/2022	5	5	100
5	Audit Committee	14/02/2023	5	4	80
6	Nomination And Remuneration Committee	08/08/2022	3	3	100
7	Nomination And Remuneration Committee	14/02/2023	3	3	100
8	Corporate Social Responsibility Committee	30/05/2022	3	3	100
9	Stakeholders Forum	30/05/2022	3	3	100
10	Stakeholders Forum	11/11/2022	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Mrs. Valli M R.	4	4	100	0	0	0	
2	Ms. Vishala R.	4	3	75	0	0	0	
3	Mr. M.E.Maniv	4	3	75	2	2	100	
4	Mr. B.T.Bange	4	4	100	8	8	100	
5	Mrs. Vijayalak	4	4	100	6	6	100	
6	Mr. B. Vaidyar	4	4	100	6	6	100	
7	Mr. R. Kannar	4	3	75	5	4	80	
8	Mr. Lakshmi N	4	1	25	0	0	0	
9	Mr. Gokul S D	4	2	50	3	3	100	
10	Mr. Madhavan	4	4	100	6	6	100	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mrs. Valli M Ramaswami	Whole Time Director	6,000,000	63,076,109	0	0	69,076,109
2	Ms. Vishala Ramswami	Executive Director	1,200,000	0	0	0	1,200,000
3	Mr. M.E. Manivannan	Whole Time Director	2,959,994	0	0	0	2,959,994
	Total		10,159,994	63,076,109	0	0	73,236,103

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. A. Velliangiri	Chief Executive Officer	5,523,003	0	0	0	5,523,003
2	Mr. K.Ganapathi	Chief Financial Officer	4,118,333	0	0	0	4,118,333
3	Mr. P. Mahadevan	Company Secretary	1,369,216	0	0	0	1,369,216
	Total		11,010,552	0	0	0	11,010,552

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. B T Bangera	Independent Director	480,000				480,000
2	Mrs. Vijayalakshmi	Independent Director	390,000				390,000
3	Mr.S.Arun	Independent Director	100,000				100,000
4	Mr.Gokul S Dixit	Independent Director	270,000				270,000
5	Mr.Lakshminarayan	Independent Director	50,000				50,000
6	Mr. B Vaidyanathan	Non Independent Director	460,000				460,000
7	Mr. Madhavan Namboothiri	Non Independent Director	340,000				340,000
8	Mr. R Poornalingam	Non Independent Director	210,000				210,000
	Total		2,300,000	0	0		2,300,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

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**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil 

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil 

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☒ Yes ☐ No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

--

Whether associate or fellow

☐ Associate ☐ Fellow

Certificate of practice number

--

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note:** Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

☐ Company Secretary

☒ Company secretary in practice

Membership number

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company