

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of 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,
KovilpattiTamil 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	1,794
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

4th and 5th Floors, F-Block, Nelson Chambers No.115, Nelson
Manickam Road, Aminjikarai, Chennai 600029 Aminjikarai

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

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

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GRUPPO P&P LOYAL SPA ITALY		Joint Venture	47.5
2	LOYAL IRV TEXTILE LDA, PORTI		Joint Venture	51
3	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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	144,116	4,672,330	4816446	48,164,460	48,164,460	
Increase during the year	0	37,061	37061	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	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	0	0	0
x. Others, specify		37,061	37061			
Dematerialisation of Shares during the year						
Decrease during the year	37,061	0	37061	0	0	0
i. Buy-back 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	37,061		37061			
Dematerialisation of Shares during the year						
At the end of the year	107,055	4,709,391	4816446	48,164,460	48,164,460	
Preference shares						

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		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" 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: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" 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: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			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
Total					

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

(i) Turnover

(ii) Net worth of the Company

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	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	0	
	Total	3,539,845	73.5	0	0

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	959,325	19.92	0	
	(ii) Non-resident Indian (NRI)	12,621	0.26	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)	162,523	3.37	0	
10.	Others	138,132	2.87	0	
	Total	1,276,601	26.5	0	0

Total number of shareholders (other than promoters)

3,037

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

3,056

**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	19	19
Members (other than promoters)	3,064	3,056
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
A. Promoter	2	0	2	0	0	0
B. Non-Promoter	1	7	1	7	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	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 14

(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. Madhavan Nambiar	01122411	Director	0	
Mr. B. Vaidyanathan	00263983	Director	0	
Mrs. Vijayalakshmi Rao	00259208	Director	0	
Mr. R. Kannan	00366831	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr.Lakshmi Narayanan	00580679	Director	0	
Mr. Gokul S Dixit	00357170	Director	0	
Mr.K.Kumaran	00801146	Director	0	
Mr.B.T. Bangera	00432492	Director	0	
Mr.A.Velliangiri	ACLPV0272A	CEO	0	
Mr.K.Ganapathi	AAEPG5797L	CFO	0	
Mr.P. Mahadeven	BEHPM6385L	Company Secretar	0	

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

2

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.B.T.Bangera	00432492	Director	28/09/2023	Cessation
Mr. K.Kumaran	00801146	Additional director	10/10/2023	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	27/09/2023	3,039	20	73.49

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	29/05/2023	10	9	90
2	11/08/2023	10	9	90

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	09/11/2023	10	8	80
4	13/02/2024	10	10	100

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	25/05/2023	5	5	100
2	Audit Committee	29/05/2023	5	5	100
3	Audit Committee	11/08/2023	5	4	80
4	Audit Committee	09/11/2023	4	4	100
5	Audit Committee	13/02/2024	4	4	100
6	Corporate Social Responsibility	29/05/2023	3	3	100
7	Nomination and Remuneration	11/08/2023	3	3	100
8	Nomination and Remuneration	13/02/2024	3	3	100
9	Stakeholders Forum	11/08/2023	3	3	100
10	Stakeholders Forum	13/02/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		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	
1	Mrs. Valli M R	4	4	100	0	0	0	
2	Ms. Vishala R	4	4	100	0	0	0	
3	Mr. M.E.Maniv	4	3	75	3	3	100	
4	Mr. Madhavan	4	3	75	2	2	100	

5	Mr. B. Vaidyar	4	4	100	7	7	100	
6	Mrs. Vijayalak	4	4	100	8	8	100	
7	Mr. R.Kannan	4	3	75	6	5	83.33	
8	Mr.Lakshmi N	4	3	75	0	0	0	
9	Mr. Gokul S D	4	4	100	8	8	100	
10	Mr.K.Kumarar	2	2	100	0	0	0	

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 Ramas	Whole Time Dire	6,000,000	0	0	0	6,000,000
2	Ms.Vishala Ramswa	Executive Direct	1,200,000	0	0	0	1,200,000
3	Mr. M.E. Manivanna	Whole Time Dire	2,941,560	0	0	0	2,941,560
	Total		10,141,560	0	0	0	10,141,560

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	5,211,480	0	0	0	5,211,480
2	Mr.K.Ganapathi	Chief Financial C	3,900,060	0	0	0	3,900,060
3	Mr.P.Mahadevan	Company Secre	1,417,652.43	0	0	0	1,417,652.43
	Total		10,529,192.43	0	0	0	10,529,192.43

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Madhavan Nam	Non- Independe				170,000	170,000
2	Mr. B.T. Bangera	Independent Dir				260,000	260,000
3	Mr.B.Vaidyanathan	Non- Independe				470,000	470,000
4	Mrs. Vijayalakshmi	Independent Dir				490,000	490,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	Mr. Lakshmi Naraya	Independent Dir				160,000	160,000
6	Mr. Gokul S Dixit	Independent Dir				490,000	490,000
	Total		0			2,040,000	2,040,000

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

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

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

K.J.Chandra Mouli

Whether associate or fellow

Associate Fellow

Certificate of practice number

15708

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

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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