

# LOYAL TEXTILE MILLS LIMITED

(CIN: L17111TN1946PLC001361)

REGD OFFICE: 21/4 MILL STREET, KOVILPATTI 628 501

Email: [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com), Website: [www.loyaltextiles.com](http://www.loyaltextiles.com)

Phone: 04632-220001 Fax: 04632-221353

## NOTICE

**NOTICE** is hereby given that the 79<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Friday, **September 26, 2025 at 10.00 A.M. (IST)** through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) The Audited Standalone Financial Statements of the company for the Financial year ended March 31, 2025, together with the report of the Board of Directors and Auditors thereon; and
  - b) The Audited Consolidated Financial Statements of the company for the Financial year ended March 31, 2025 together with the Report of Auditors thereon.
2. To appoint a Director in place of Mr. B.Vaidyanathan (DIN: 00263983), liable to retire by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **Re-appointment of Mr.Gokul S Dixit (DIN: 00357170) as an Independent Director**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED** that pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Gokul S Dixit (DIN: 00357170), who was appointed as an Independent Director and who holds office of Independent Director upto November 3, 2025 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of additional tenure of 1 year (1) on the Board of the Company from November 4, 2025 till November 3, 2026."

4. **APPOINTMENT OF SECRETARIAL AUDITOR**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Messrs. Mohan Kumar & Associates (Firm Registration No. P2025TN103700), be and is hereby appointed as Secretarial Auditor of the Company to hold office from the conclusion of this Annual General Meeting ("**AGM**") till the conclusion of the 84<sup>th</sup> Annual General Meeting (AGM) to be held in the year 2030, at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company (including its Committee(s) thereof) in consultation with the Secretarial Auditors.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.

5. **Ratification of Remuneration to the Cost Auditor**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs.1,00,000/- (Rupees One Lakh Only), plus applicable taxes and reimbursement of out-of pocket expenses on actuals, payable to Mr.B.Venkateswar, Practicing Cost Accountant, (holding Membership

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No.27622), who are re-appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ended March 31, 2026.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

6. **Approval of Material Related Party Transactions with Gruppo P&P Loyal S.P.A.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED** that pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], all other applicable laws and regulations, including but not limited to the relevant provisions of the Companies Act, 2013 as may be applicable, and the Company’s Policy on dealing with Related Party Transactions, the approval of the Members, be and is hereby accorded for the Transactions (whether an individual transaction or transactions taken together or series of transactions or otherwise) with Gruppo P&P Loyal S.P.A, (Joint Venture partner of the Company) a ‘Related Party’ of the Company with respect to Sale/ purchase of goods and services, other income / expenses (incentive / commission / discount etc.), reimbursement / recovery of expenditure / reimbursement / sales promotion etc., for FY 2025-26, for an aggregate value which would be in excess of 1,000 Crores or 10% of the annual consolidated turnover as per the Company’s last audited financial statements, whichever is lower, on such terms and conditions as may be decided by the Board of Directors / Audit Committee from time to time, provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm’s length basis and are in the ordinary course of business of the Company.

**“RESOLVED FURTHER** that the Board of Directors of the Company / the Audit Committee be and is hereby authorized to do and perform all such acts, deeds and things, as may be necessary, including finalizing the terms and conditions, modes and executing necessary documents, including contracts, schemes, agreements, file applications, make representations thereof and seek approval from relevant authorities, if required and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle

any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

7. **Sale of Unit at Andhra Pradesh as an undertaking**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT,** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, Regulation 37A of the SEBI (LODR) Regulations, 2015 and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution),

- to sell / transfer / dispose off its textile manufacturing Unit situated at Menakur Village, Naidupet Mandal, Nellore District, Andhra Pradesh (“Undertaking”), together with all specified tangible assets, including land, building, plant and machinery and other assets in relation to the Undertaking but excluding its brand name, as a going concern / on a slump sale basis on an “as is where is” basis or in any other manner to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

**“RESOLVED FURTHER THAT** Mrs. Valli M Ramaswami, Chairperson and Whole time Director be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may

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deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**“RESOLVED FURTHER THAT** Mrs. Valli M Ramaswami, Chairperson and Whole time Director be and is hereby authorized to delegate all or any of the powers herein to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

### 8. Sale of Unit at Sivaganga, Tamilnadu as an undertaking

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT,** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, Regulation 37A of the SEBI (LODR) Regulations, 2015 and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution),

- to sell / transfer / dispose off its textile manufacturing Unit situated at Arasanur Village, Sivaganga, Tamilnadu (“Undertaking”), together with all specified tangible assets, including land, building, plant and machinery and other assets in relation to the Undertaking but excluding its brand name, as a going concern / on a slump sale basis on an “as is where is” basis or in any other manner to any person(s) and / or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.”

**“RESOLVED FURTHER THAT** Mrs. Valli M Ramaswami, Chairperson and Whole time Director be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all

such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**“RESOLVED FURTHER THAT** Mrs. Valli Ramaswami, Chairperson and Whole time Director be and is hereby authorized to delegate all or any of the powers herein to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

**For and on behalf of the Board  
LOYAL TEXTILE MILLS LIMITED**

**Valli M Ramaswami**  
Chairperson & Whole Time Director  
(DIN:00036508)

Place : Chennai

Date : 12<sup>th</sup> August, 2025

### NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, (collectively referred to as (“MCA Circulars”)) has permitted the companies to hold their Annual General Meeting (“AGM” or “Meeting”) through Video Conference (“VC”) or through Other Audio-Visual Means (“OAVM”) without the physical presence of Members at a common venue. In compliance with the provisions of Companies Act, 2013 (“the Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and Secretarial Standard-2 on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India and MCA Circulars, the 79<sup>th</sup> AGM of the Company is being held through VC/OAVM on Friday, September 26, 2025 at 10:00 a.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at 21/4 Mill Street, Kovilpatti - 628 50.
2. The relevant Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of businesses under item nos. 3 to 8 of the Notice, is annexed hereto. Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment at this AGM are also annexed.

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3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the Scrutinizer by e-mail at their registered e-mail address to [cshkrishnan@gmail.com](mailto:cshkrishnan@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
5. In accordance with the MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/ CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") notice of AGM along with the Annual Report for the FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.  
  
The Company shall send the physical copy of Annual Report for FY 2024-25 to those Members who have made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of the Integrated Annual Report FY 2024-25, may request for the same by sending an e-mail to the Company at [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com) mentioning their Folio No./ DP ID and Client ID. Members may note that the Notice and Annual Report for the FY 2024-25 is also available on the Company's website [www.loyaltextiles.com](http://www.loyaltextiles.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL – [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com).
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 16, 2025 through e-mail to [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com). The same will be replied by the Company suitably.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com).
9. Members are requested to note that, dividends if not encashed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). In view of this, Members/ claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/ claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
10. During FY 2024-25, the Company had transferred an amount of Rs.15,89,970/-(Rupees Fifteen Lakhs Eighty-Nine Thousand Nine Hundred and Seventy Only) to IEPF Authority, which remained unpaid/ unclaimed for the past seven years.
11. In terms of requirements of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Amendment Rules 2017 ("the Rules"), the Company is required to transfer the shares in respect of which the dividend remains unpaid or unclaimed for a period of seven consecutive years to the IEPF account established by the Central Government. The Company had accordingly transferred 8,268 Equity shares pertaining to Dividend for the Financial Year 2016-17 to the IEPF account.
12. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Act, read with the Rules made thereunder are requested to send the prescribed Form SH-13 to the Corporate/Registered Office of the Company. Any change or cancellation of the nomination already given is to be submitted in Form ISR - 4. Form SH-13 and Form SH-14 are available on the Company's website
13. As per Regulation 40 of SEBI Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of

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share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

14. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA/Company in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document to the Company's Registrar and Share Transfer Agent M/s. GNSA Infotech Private Limited, STA Department, Nelson Chambers, 4<sup>th</sup> Floor, F Block, No.115, Nelson Manickam Road, Aminjikarai, Chennai – 600 029. Phone: 044-42962025, E-mail: sta@gnsaIndia.com in case shares are held by them in physical form. Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/RTA for consolidation into a single folio.
16. To support the 'Green Initiative', Members who have not yet registered their E-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA/Company in case the shares are held by them in physical form.
17. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., Friday, September 26, 2025.
18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://loyaltextiles.com/investors>.

20. As per the provisions of Clause 3.A. II. of the General Circular No. 20/ 2020 dated May 05, 2020, the matter of Special Business appearing at Item Nos. 3 to 8 of the Notice were considered to be unavoidable by the Board and hence forms part of this Notice.

21. Voting and joining Annual General Meeting through electronic means:

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.

- (ii) The 'cut-off date' for determining the eligibility for voting through electronic voting system is fixed as Friday, September 19, 2025. The remote e-voting period commences on Tuesday, September 23, 2025 at 9.00 a.m. IST and ends on Thursday, September 25, 2025, at 5.00 p.m. IST. During this period, a person whose name is recorded in the Register of Members or in the Register of Beneficiary Owners maintained by the Depositories, as on the cut-off date, i.e., Friday, September 19, 2025, shall be entitled to avail the facility of remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 19, 2025.

**For and on behalf of the Board  
LOYAL TEXTILE MILLS LIMITED**

**Valli M Ramaswam**  
Chairperson & Whole Time Director  
(DIN:00036508)

Place : Chennai  
Date : 12<sup>th</sup> August, 2025

**EXPLANATORY STATEMENT**

*[Pursuant to Section 102 of the Companies Act, 2013]*

**Item No. 3**

Mr.Gokul S Dixit (DIN:00357170) was appointed as an Independent Director for a period of three years with effect from 4<sup>th</sup> November, 2022 pursuant to the provisions of Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as Independent Director of the Company till November 3, 2025.

The Nomination and Remuneration Committee (NRC) and the Board of Directors, based on the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr.Gokul S Dixit (DIN:00357170) as an Independent Director, not liable to retire by rotation, for an additional term of one more year on the Board of the Company from November 4, 2025 to November 3, 2026.

In the opinion of the Board, Mr.Gokul S Dixit is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of Management.

The Board, considers that, given his background, experience and contribution, the continued association of Mr.Gokul S Dixit (DIN:00357170) would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr.Gokul S Dixit as Independent Director of the Company.

The Company has received declarations from Mr.Gokul S Dixit to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In terms of Regulation 25(8) of SEBI Listing Regulations, Mr.Gokul S Dixit has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and The Company has received the requisite consent and disclosures from Mr.Gokul S Dixit relating to his appointment.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr.Gokul S Dixit as an Independent Director is being placed before the Members for their approval.

Except Mr.Gokul S Dixit, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 3.

The Board recommends the Special Resolution as set out in Item No. 3 of this Notice for approval by the Members of the Company.

**Item No.4**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), the Audit Committee and the Board of Directors at their respective meetings held on 12<sup>th</sup> August, 2025, have approved and recommended the appointment of Messrs. Mohan Kumar & Associates (Firm Registration No. P2025TN103700) as the Secretarial Auditor of the Company on the following terms and conditions:

- a. Term of appointment: For a term of 5 (Five) consecutive years from April 01, 2025 to March 31, 2030.
- b. Proposed Fees: Fees as may be mutually agreed to be between the Board of Directors and the Secretarial Auditor.
- c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations. While recommending the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by him in the past.
- d. Credentials:

Mr.A.Mohan Kumar, Practicing Company Secretary, Partner - Messrs. Mohan Kumar & Associates, Company Secretaries, Chennai has given their consent to act as Secretarial Auditors of the Company and confirmed that his appointment, if approved would be within the prescribed limits and that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

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The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an Ordinary Resolution. None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

### Item No. 5

As per the provisions of Section 148 of the Companies Act, 2013 ("Act") read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit conducted of its cost records by a cost accountant in practice for products covered under the Rules. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of Mr.B.Venkateswar, Practicing Cost Accountant (Membership No.27622) as the Cost Auditors to conduct the audit of the cost records of the Company for the FY 2025-26, at a remuneration of Rs. 1,00,000 (Rupees One Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses on actuals. In accordance with Section 148(3) of the Act, read with the Rules, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company.

Accordingly, the approval of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for FY 2025-26.

The Board commends ratification of remuneration of Cost Auditors, as set out in Item No. 5 of the Notice for approval by the Members as an Ordinary Resolution. None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

### Item No. 6

As per the definition of Related Party Transactions under Regulation 2(zc) of the SEBI Listing Regulations, transactions between a listed entity and the related parties of the Company will be Related Party Transactions to the listed entity. Hence, all transactions between the Company and Gruppo P&P Loyal S.P.A, shall be treated as Related Party Transactions.

Further, pursuant to Regulation 23(4) of the SEBI Listing Regulations, transactions with a Related Party where the transaction(s) to be entered individually or taken together with previous transaction(s) during a financial year exceeds Rs.1,000 Crores or 10% of the annual consolidated turnover as per last audited financial statements, whichever is lower, would be considered as Material Related Party Transactions and such transactions require prior approval of the Members through an Ordinary Resolution.

Considering the quantum of transactions with Gruppo P&P Loyal S.P.A during the previous years, the business projections for FY 2025-26 and the market trend, the Company expects that the aggregate value of transactions with Gruppo P&P Loyal S.P.A during the FY 2025-26 is estimated to exceed 10% of the annual consolidated turnover of Loyal as at 31<sup>st</sup> March, 2025. Hence, approval of the Members of the Company is sought by way of an Ordinary Resolution for the transactions with Gruppo P&P Loyal S.P.A, for the FY 2025-26. Members are requested to note that the transactions between the Company and Gruppo P&P Loyal S.P.A would be in the ordinary course of business and at arm's length basis. The particulars of the transaction(s) as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 on disclosure obligations in relation to Related Party Transactions is provided as Annexure to this Notice.

The Audit Committee and the Board of Directors at their respective meetings held on May 27, 2025 have recommended the Material Related Party Transactions with Gruppo P&P Loyal S.P.A for consideration and approval by the Members. The Audit Committee and the Board of Directors are of the opinion that the arrangements are commercially beneficial to the Company and hence the transactions are in the best interest of the Company.

It may be noted that no related party shall vote to approve this Resolution whether the entity is a related party to the transaction or not.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs.Valli M Ramaswami and Ms.Vishala Ramswami are in any way interested or concerned, financially or otherwise in the aforesaid Resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval by the Members of the Company.

## Notice

### DISCLOSURE PURSUANT TO SEBI CIRCULAR DATED NOVEMBER 22, 2021

Particulars of the transaction(s) as required pursuant to the provisions of the Act and SEBI Circular dated November 22, 2021 are as under:

Related Party Transaction between	The Company and Gruppo P&P Loyal S.P.A
Relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Gruppo P&P Loyal S.P.A, being a joint venture company is a related Party and hence transactions between the Company and Gruppo P&P Loyal S.P.A. is a related party transaction pursuant to regulation 2(zc) of SEBI Listing Regulations.
Nature, material terms, particulars of the contract or arrangements; and monetary Value	List of transactions - as mentioned in the resolution. Transactions entered between the parties will exceed 10% of the annual consolidated turnover as per the last audited financial statements of the company as at 31 <sup>st</sup> March, 2025 during FY 2025-2026.
Tenure of the proposed transaction (particular tenure shall be specified)	One year (2025-26) and recurring in nature
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for an RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not applicable
The percentage of the subsidiary company's standalone turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	Not applicable
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
Details of the source of funds in connection with the proposed transaction	Not applicable
Value of transactions between the parties during the FY 2024-25	93.34 Crore.
a) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments nature of indebtedness - cost of funds; and - tenure	Not applicable
b) applicable terms including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security; and	Not applicable
c) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transactions	Not applicable

## Notice

Justification as to why the RPT is in the interest of the listed entity	Gruppo P&P Loyal S.P.A, is the joint venture company through which the export transactions to Europe countries are carried out by the Company in its day-to-day operations and hence the transactions with are commercially beneficial and in the best interest of the Company.
Valuation or any other external party report, if any such report has been relied upon	Not applicable
Name of Director (s) or Key managerial personnel who is related, if any	Mrs.Valli M Ramaswami and Ms.Vishala Ramswami, Directors.

### Item Nos. 7 & 8

Members are requested to note that, due to adverse and prolonged market conditions in the textile industry which have significantly impacted demand and margins, the Company has undertaken measures to optimize its operations. These include the reduction of capacities, consolidation of operations, and a sharper focus on high value and high margin products.

The domestic and international textile markets, including the current uncertainties surrounding proposed U.S. trade tariffs, continue to face a demand-supply imbalance with substantial overcapacity in the industry leading to intense competition and sustained pressure on commodity product pricing. In line with the Company's strategy to exit low margin and commodity businesses, the Company has decided to consolidate operations and concentrate resources on value added segments with stronger growth and profitability potential. The proposed sale will also help strengthen the Company's balance sheet through reduction of debt and interest costs.

In view of these factors, and consistent with the Company's strategic shift, the Board has resolved to consolidate operations, improve efficiency, and reduce costs. As part of this strategy, the Company proposes to sell, transfer, or otherwise dispose of its textile manufacturing undertakings located at Menakur Village, Naidupet Mandal, Nellore District, Andhra Pradesh ("Naidupet Unit"), and Arasanur Village, Sivaganga District, Tamil Nadu ("Arasanur Unit"). The sale will be carried out on such terms and conditions, and for such consideration, as the Board may deem fit, and will be in the best interests of the Company and its stakeholders.

The Board of Directors has approved this proposal, considering the long term interests of the Company and its strategic focus on consolidation, value added segments, and monetization of assets to reduce debt and interest costs.

In accordance with Section 180(1)(a) of the Companies Act, 2013, and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the power to sell, lease, or otherwise dispose of the whole or substantially the whole of any undertaking can be exercised only with the approval of the Members by way of a special resolution.

Accordingly, approval of the Members is sought for the sale of the Naidupet and Arasanur Units by way of Special Resolutions, as set out in the accompanying Notice of the Annual General Meeting.

### Disclosure under Regulation 37A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### Units proposed for sale: Naidupet, Andhra Pradesh, and Arasanur Village, Sivaganga, Tamil Nadu

S. No.	Particulars	Details
1	Objective of sale of the properties	Consolidation of operations by exiting low value and commodity segments, thereby improving profitability.
2	Use of proceeds from sale	Proceeds will be utilized for reduction of debt leading to lower interest costs and stronger financial flexibility.

Except as specifically mentioned above, none of the Directors, Key Managerial Personnel, or their relatives thereof are in any way, financially or otherwise, concerned or interested in the passing of this Special Resolution as set out at Item Nos. 7 and 8 of this Notice.

Your Directors recommend the passing of the resolutions as Special Resolutions.

## Notice

### ANNEXURE TO THE NOTICE

#### **DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name	Mr. Gokul S Dixit
Director Identification Number	00357170
Date of Birth and Age	08/11/1977, 47 years
Designation/Category of the Director	Non-Executive, Independent Director
Date of First Appointment on the Board	November 04, 2022
Qualification	Mr. Gokul Dixit is a Chartered Accountant and holds a CFA charter as well as MBA from Ross School of Business, University of Michigan, Ann Arbor
Expertise in specific functional areas	<p>A Chartered Accountant and CFA charter as well as MBA from Ross School of Business, University of Michigan, Ann Arbor. He is also a Commerce graduate and Economics post-graduate from University of Madras. Gokul Dixit comes with two decades of experience in North American, European and Indian accounting, financial and capital markets, including audits, securities issuances, M&amp;A, structured finance, private equity buyouts, and venture capital investing.</p> <p>He recently served as Special Invitee on the Accounting Standards Board and Corporate Laws and Corporate Governance Committee of ICAI and was a contributing respondent for the Stakeholder Engagement Consultation Paper published by the National Financial Reporting Authority (NFRA).</p> <p>During his career, he worked with renowned organizations/firms of international repute and MNC including Price water house Coopers, American Express Bank, Arthur Andersen, General Motors etc. He handled M&amp;A, structured finance and treasury operations for General Motors and made leveraged buy-out and growth investments as principal investor of New York - based private equity firms. Recently, he has also been leading investments for Dallas Venture Capital, a technology Saas focused venture capital fund. His interests include tennis, golf, farming and reading. He is the Executive Coordinator, volunteer and fundraiser for Jeevatma Kaikaryam Trust, established for the purpose of cremating unclaimed dead bodies with appropriate Vedic samskaras. He is also co-founder of Askhar Arbol, a K-12 International Baccalaureate school which operates three campuses in Chennai.</p>
Directorships held in other companies including equity listed companies and excluding foreign companies	<ol style="list-style-type: none"><li>1. Dice Enterprises Private Limited</li><li>2. Shriram Finance Limited</li><li>3. Kapitus Strategy Services Private Limited</li></ol>
Memberships/ Chairmanships of committees of other companies (excluding foreign companies)	Nil
Shareholding in the company	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil

## Notice

Terms and Conditions of appointment / reappointment	Re-appointment as a Non- Executive and Independent Director for an additional term of 1 year with effect from November 04, 2025 till November 03, 2026.
Details of Remuneration sought to be paid	Sitting fees for attending Board / Committee Meetings are waived by the Director

Name	Mr.B. Vaidyanathan
Director Identification Number	00263983
Date of Birth and Age	07/10/1956, 69 yrs
Designation/Category of the Director	Non-Executive, Non-Independent Director
Date of First Appointment on the Board	September 27, 2018
Qualification	Mr.B. Vaidyanathan is a B.Tech Graduate from IIT Madras in Electronics in 1978 and Post -Graduate Diploma in Management (PGDM) from IIM, Ahmedabad in 1980.
Expertise in specific functional areas	Mr.B. Vaidyanathan is a B.Tech Graduate from IIT Madras in Electronics in 1978 and Post -Graduate Diploma in Management (PGDM) from IIM, Ahmedabad in 1980. Joined Pond's (India) Ltd as a Management Trainee in 1980 and worked in Pond's/ Hindustan Lever till 1998, heading the Export Division as General Manager Exports. Subsequently, joined Sanmar Engineering in 1999 and served as the Executive Vice President of Tyco Sanmar and Flowserve Sanmar Ltd. Joined Engelhard Environmental Systems in 2002 as Managing Director. Engelhard was a Global Leader in Catalysts and played a key role in establishing Engelhard as the leader in Indian Auto Catalyst business. Subsequent to the global acquisition of Engelhard by BASF in 2006, continued to serve as the MD of BASF Catalysts India till April 2017. Established a Greenfield site for BASF which was inaugurated in March 2017. Currently serving as a member of the Board of Directors at Loyal Textiles Ltd and Telekonnnectors Ltd and as a mentor for a few companies at IIT Madras Incubation Centre.
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company.	He is not having any inter-se relationship with other directors of the Company.
Directorships held in other companies including equity listed companies and excluding foreign companies	1. Fabheads Automation Private Limited 2. Telekonnnectors Limited 3. Hanbi E&C India Private Limited
Memberships/ Chairmanships of committees of other companies (excluding foreign companies)	Nil
Shareholding in the company	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Terms and Conditions of appointment / reappointment	His appointment as Director to retire by rotation at the ensuing annual general meeting as per provisions of the Companies Act, 2013.
Details of Remuneration sought to be paid	Sitting fees for attending Board / Committee Meetings are waived by the Director

## Notice

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 23<sup>rd</sup> September, 2025 at 9.00 A.M and ends on 25<sup>th</sup> September, 2025 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**





##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. <b>NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein</li></ol>

## Notice

Type of shareholders	Login Method
	<p>you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>
	<ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

## Notice

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

### B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders / Member's section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a. Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-voting system**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cshkrishnan@gmail.com](mailto:cshkrishnan@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request to Ms.Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com).

## Notice

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e Login method for e-voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com) from **September 23, 2025 (9.00 a.m. IST) to September 25, 2025 (5.00 p.m. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
4. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) or use Contact No. 022 - 4886 7000 or Contact Mr. Amit Vishal, DVP, NSDL at the designated email ID: [evoting@nsdl.com](mailto:evoting@nsdl.com) or Contact Ms. Pallavi Mhatre, Sr. Manager, NSDL at the designated email ID: [evoting@nsdl.com](mailto:evoting@nsdl.com)