

**LOYAL TEXTILE MILLS LIMITED
CHENNAI**

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : Loyal Textile Mills Limited

Quarter ending : 30th September, 2025

I. Composition of Board of Directors

Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non- Executive/ Independent / Nominee)	Date of passing Special Resolution as per Regulation 17(1A) of Listing Regulations	Date of Appointment in the current term / cessation	Tenure in months	No. of Director ship in listed entities includin g this listed entity	No. of Independent Directors in listed entities including this entity (Regulation 17A (1) of Listing Regulations	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mrs. Valli M Ramaswami	DIN : 00036508 PAN : ABSPV6496Q	Chairperson & Executive	-	12/04/2023	-	1	-	-	-
Ms.Vishala Ramswami	DIN : 06967899 PAN : BDCPR0193P	Non-Executive Non- Independent	-	17/01/2025	-	1	-	-	-
Mr.M.E.Manivannan	DIN : 02229808 PAN : ACDPM7654H	Executive	-	11/02/2022	-	1	-	-	-
Mr. B. Vaidyanathan	DIN : 00263983 PAN : AACPV4038M	Non-Executive & Non- Independent	-	26/09/2025	-	1	-	1	-
Mrs. Vijayalakshmi Rao	DIN : 00259208 PAN : AASPV5406D	Non-Executive - Independent	-	01/10/2022	35	1	1	-	-
Mr.R.Kannan	DIN : 00366831 PAN : AAMPK6117C	Non-Executive – Independent	-	20/11/2023	22	1	1	-	-
Mr. Lakshmi Narayanan	DIN : 00580679 PAN : AAAPL1122E	Non-Executive – Independent	-	08/08/2022	37	1	1	-	-
Mr. Gokul S Dixit	DIN : 00357170 PAN : AAEPD2498P	Non-Executive – Independent	-	26/09/2025	34	2	2	1	1
Mr.K.Kumaran	DIN : 00801146 PAN: AAKPK6829M	Non-Executive – Independent	-	10/10/2023	23	1	1	-	-

**LOYAL TEXTILE MILLS LIMITED
CHENNAI**

II. Composition of Committee

Name of Committee	DIN No.	Name of Committee Members	Category	Date of Appointment
Audit Committee	00357170	Mr. Gokul Dixit - Chairperson	Independent	28-09-2023
	00263983	Mr. B. Vaidyanathan	Non-Independent	28-09-2023
	00259208	Mrs. Vijayalakshmi Rao	Independent	28-09-2023
	00366831	Mr.R.Kannan	Independent	28-09-2023
Nomination and Remuneration Committee	00259208	Mrs. Vijayalakshmi Rao - Chairperson	Independent	28-09-2023
	00263983	Mr. B. Vaidyanathan	Non-Independent	28-09-2023
	00357170	Mr. Gokul S Dixit	Independent	28-09-2023
Stakeholders Relationship Committee	01122411	Mr. Madhavan Nambiar - Chairperson	Non-Independent	23-09-2024
	00357170	Mr. Gokul S Dixit	Independent	23-09-2024
	02229808	Mr.M.E.Manivannan	Executive	23-09-2024
Corporate Social Responsibility Committee	00259208	Mrs. Vijayalakshmi Rao - Chairperson	Independent	07-11-2022
	00366831	Mr.R.Kannan	Independent	07-11-2022
	02229808	Mr.M.E.Manivannan	Executive	07-11-2022

III. Meeting of Board of Directors

Date of Meeting in the previous quarter	Date of Meeting in the relevant quarter	Maximum gap between any two consecutive meetings
27 th May 2025	12 th August 2025	76

**LOYAL TEXTILE MILLS LIMITED
CHENNAI**

IV. Meeting of Committees – Audit Committee

Date of meeting of the committee	Whether requirement of Quorum met	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days.
12 th August, 2025	Yes No. of Members - 4 Attended - 3 Leave of Absence - 1	27 th May, 2025	76 days

Nomination and Remuneration Committee

Date of meeting of the committee	Whether requirement of Quorum met	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days.
12 th August, 2025	Yes No. of Members - 3 Attended - 3 Leave of Absence - 0	27 th May, 2025	76 days

V. Related Party Transactions

Subject	Compliance status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

Sl. No.	Subject	Compliance Status (Yes/No/NA)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes

LOYAL TEXTILE MILLS LIMITED
CHENNAI

3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

AFFIRMATION

S.No	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
1	Copy of the Annual report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A (1)	Yes
6	Submission of Annual Secretarial Compliance Report	24A (2)	Yes
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

LOYAL TEXTILE MILLS LIMITED
CHENNAI

For LOYAL TEXTILE MILLS LIMITED

SD/-
S Muthukrishnan
Company Secretary

ADDITIONAL HALF YEARLY DISCLOSURE

Applicability of disclosure	Not Applicable		
Reason for Non – Applicability			
I. Disclosure of Loans/ guarantees/ Comfort letters/ securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	-	-	
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity Controlled by them	-	-	
KMPs or any other entity controlled by them	-	-	
(B) Any guarantee/ comfort letters (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount advanced during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-

**LOYAL TEXTILE MILLS LIMITED
CHENNAI**

Directors (including relatives) or any other entity Controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity Controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

For LOYAL TEXTILE MILLS LIMITED

**SD/-
S Muthukrishnan
Company Secretary**