

**LOYAL TEXTILE MILLS LIMITED  
CHENNAI**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of Listed Entity : Loyal Textile Mills Limited**

**Quarter ending : 31<sup>st</sup> March, 2026**

**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	41	1	1	-	-
Mr.R.Kannan	DIN : 00366831 PAN : AAMPK6117C	Non-Executive - Independent	-	20/11/2023	28	1	1	-	-
Mr. Lakshmi Narayanan	DIN : 00580679 PAN : AAAPL1122E	Non-Executive - Independent	-	08/08/2022	43	1	1	-	-
Mr. Gokul S Dixit	DIN : 00357170 PAN : AAEPD2498P	Non-Executive - Independent	-	26/09/2025	40	2	2	1	1
Mr.K.Kumaran	DIN : 00801146 PAN : AAKPK6829M	Non-Executive - Independent	-	10/10/2023	29	1	1	-	-

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**II. Composition of Committee**

<b>Name of Committee</b>	<b>DIN No.</b>	<b>Name of Committee Members</b>	<b>Category</b>	<b>Date of Appointment</b>
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. B Vaidyanathan- 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**

<b>Date of Meeting in the previous quarter</b>	<b>Date of Meeting in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings</b>
11 <sup>th</sup> February 2026	11 <sup>th</sup> November 2025	43
	29 <sup>th</sup> December 2025	47

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**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.
11 <sup>th</sup> February, 2026	Yes No. of Members - 4 Attended - 3 Leave of Absence - 1	11 <sup>th</sup> November, 2026	91 days

**V. 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
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

For **LOYAL TEXTILE MILLS LIMITED**

SD/-  
Dr. V Rajesh  
Company Secretary and Compliance officer

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**DETAILS OF CYBER SECURITY INCIDENCE**

<b>S.No</b>	<b>Particulars</b>	
1	Whether as per Regulations 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
2	Other details of cyber security incidence or breaches or loss of data event	-
3	Number of cyber security incidence or breaches or loss of data event occurred during the quarter	-

For LOYAL TEXTILE MILLS LIMITED

SD/-  
Dr. V Rajesh  
Company Secretary and Compliance officer

<b>ANNUEXURE II</b>			
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>			
<b>Disclosure on website in terms of LODR Regulation</b>			
<b>Sr. No.</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Web address</b>
<b>As per regulation 46(2) of the LODR:</b>			
1.1	Details of business	Yes	www.loyaltextiles.com
1.2	Memorandum of Association and Articles of Association	Yes	www.loyaltextiles.com
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	www.loyaltextiles.com
2	Terms and conditions of appointment of independent directors	Yes	www.loyaltextiles.com
3	Composition of various committees of board of directors	Yes	www.loyaltextiles.com
4	Code of conduct of board of directors and senior management personnel	Yes	www.loyaltextiles.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.loyaltextiles.com
6	Criteria of making payments to non-executive directors	Yes	www.loyaltextiles.com

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7	Policy on dealing with related party transactions	Yes	www.loyaltextiles.com
8	Policy for determining 'material' subsidiaries	NA	
9	Details of familiarization programmes imparted to independent directors	Yes	www.loyaltextiles.com
10	Email address for grievance redressal and other relevant details	Yes	www.loyaltextiles.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.loyaltextiles.com
12	Financial results	Yes	www.loyaltextiles.com
13	Shareholding pattern	Yes	www.loyaltextiles.com
14	Details of agreements entered into with the media companies and/or their associates	NA	
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA	
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA	
16	New name and the old name of the listed entity	Yes	www.loyaltextiles.com
17	Advertisements as per regulation 47 (1)	Yes	www.loyaltextiles.com
18	Credit rating or revision in credit rating obtained	Yes	www.loyaltextiles.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Secretarial Compliance Report	Yes	www.loyaltextiles.com
21	Materiality Policy as per Regulation 30 (4)	Yes	www.loyaltextiles.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	www.loyaltextiles.com
23	Disclosures under regulation 30(8)	Yes	www.loyaltextiles.com

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24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	NA	
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	www.loyaltextiles.com
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	www.loyaltextiles.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	www.loyaltextiles.com
29	Disclosure of notes on website in terms of Listing Regulations explanatory		

**VII. Annual Affirmations**

Sl. No.	Subject	Regulation Number	Compliance Status(Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D), & 17(1E)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes

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13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Role of Audit Committee and information to be reviewed by the audit committee.	18(3)	Yes
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20 (4)	
25	Composition and role of risk management committee	21(1), (2),(3),(4)	NA
26	Meeting of Risk Management Committee	21(3A)	NA
27	Quorum of Risk Management Committee	21(3B)	NA
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	Yes
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate Director to Independent Director	25(1)	Yes
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent directors	25(3) & (4)	Yes

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40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	D & O Insurance for Independent Directors	25(10)	NA
43	Confirmation with respect to appointment of Independent Director who resigned from the listed entity	25(11)	Yes
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
41	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes

**VIII. Annual Affirmations**

Sl. No.	Subject	Compliance Status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	NA

For LOYAL TEXTILE MILLS LIMITED

SD/-  
DR.V. RAJESH  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
Membership No. F 9213

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

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**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
<b>Sr. No.</b>	<b>Name of the opposing party</b>	<b>Date of initiation of the litigation / dispute</b>	<b>Status of the litigation / dispute as per last disclosure</b>	<b>Current status of the litigation / dispute</b>
1	IT Department	01-04-2015	Ongoing	Case is hearing