LOYAL TEXTILE MILLS LTD

LOYAL

(FOUR STAR EXPORT HOUSE RECOGNISED BY GOVT. OF INDIA)
INTEGRATED MANAGEMENT SYSTEM CERTIFIED AND PRACTICING COMPANY

Divisional Office :
"Karumuttu Centre", 7th Floor - North Wing, New No. 634 (Old No. 498), Anna Salai,
Nandanam, Chennai - 600035, India.
Phone : +91 44 4227 7374
GSTIN : Tamil Nadu : 33AAACL2632C1Z8, Andhra Pradesh : 37AAACL2632C1Z0
CIN : L17111TN1946PLC001361, PAN : AAACL2632C

REF: LOYAL/SEC/2026-27/011 **August 29, 2026**

The Secretary, Listing Department **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 **Scrip Code: 514036**	The Manager, Listing Department **National Stock Exchange of India Limited** Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. **Symbol: LOYALTEX**

Dear Sir / Madam,

Sub: Submission of Annual Report (including AGM Notice) for the FY 2025-26

The 80th Annual General Meeting (AGM) of the Company is scheduled to be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on **Tuesday, September 22, 2026** at **10.45 a.m.**

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice convening the 80th Annual General Meeting (AGM) along with Annual Report for the Financial year 2025-26 which is being sent through email today to those members whose email address are registered with the Depository Participant(s).

The Notice of the 80th AGM and the Annual Report for the financial year 2025-26 have also been uploaded on the website of the Company at www.loyaltextiles.com and National Securities Depository Limited at www.evoting.nsdl.com

Kindly take the above on record.

Thanking you,

Yours faithfully
For **LOYAL TEXTILE MILLS LIMITED**

RAJESH V
Digitally signed by RAJESH V
Date: 2026.08.29 13:15:56 +05'30'

Dr.V.Rajesh
Company Secretary
Membership No. F9213
Encl: as above

Registered Office :
No. 21/4, Mill Street, Kovilpatti 628 501, Tamil Nadu, India
Phone : +91 4632 220001-5
E-Mail : kovilpatti@loyaltextiles.com, : www.loyaltextiles.com

Divisional Office :
"Karumuttu Centre", 7th Floor - North Wing, New No. 634 (Old No. 498), Anna Salai,
Nandanam, Chennai - 600035, India.
Phone : +91 44 4227 7374
GSTIN : Tamil Nadu : 33AAACL2632C1Z8, Andhra Pradesh : 37AAACL2632C1Z0
CIN : L17111TN1946PLC001361, PAN : AAACL2632C

Please find below further details:

Benpose Date for Sending Notice	21.08.2026 (Friday)
Date of Completion of Dispatch	29.08.2026 (Saturday)
Cut Off Date for E-voting	15.09.2026 (Tuesday)
Remote e-Voting Start Date	19.09.2026 (Saturday)
Remote e-Voting Start Time	09.00 A.M
Remote e-Voting End Date	21.09.2026 (Monday)
Remote e-Voting End Time	5:00 P.M
Date of Annual General Meeting	22.09.2026 (Tuesday)
AGM Start Time	10.45 A.M

Yours faithfully
For **LOYAL TEXTILE MILLS LIMITED**

RAJESH V
Digitally signed by RAJESH V
Date: 2026.08.29 13:16:22 +05'30'

Dr.V.Rajesh
Company Secretary
Membership No. F9213

LOYAL TEXTILE MILLS LTD

(CIN: L17111TN1946PLC001361)

REGD OFFICE: 21/4 MILL STREET, KOVILPATTI 628 501
Email: investors@loyaltextiles.com, Website: www.loyaltextiles.com
Phone: 04632-220001 Fax: 04632-221353

NOTICE

NOTICE is hereby given that the 80th Annual General Meeting of the Members of the Company will be held on Tuesday, **September 22, 2026, at 10.45 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, 2026, 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, 2026, together with the Report of Auditors thereon.

2. To appoint a director in place of Mrs. Vishala Ramswami (DIN: 06967899), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. 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 No.27622), who is 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, 2027."

"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."

4. RE-APPOINTMENT OF MR. MUTHU ELUMALAI MANIVANNAN (DIN: 02229808) AS WHOLE TIME DIRECTOR FOR ANOTHER TERM OF 5 YEARS PERIOD.

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 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 and on the recommendation of the Nomination and remuneration Committee and the Board, the consent of the Members of the Company be and is hereby accorded to appoint Mr. M. E. Manivannan (DIN: 02229808) as an Whole Time Director (Executive & Non-Independent Director) of the company for a period of 5 years with effective from 11.02.2027, (i.e., re-appointment take effect from the day immediately following the expiry of the existing term) liable to retire by rotation at a remuneration and other terms and conditions as mentioned below.

(a) **Salary:** Cost to the company (CTC) of Rs.5,80,615/- (Rupees Five Lakhs Eighty Thousand six hundred fifteen only) per month, which includes NPS, Meal Coupon Performance linked Variable Bonus, Car lease, HRA, Conveyance allowance contribution to Provident Fund and gratuity as per company rules plus periodical increment as decided by the company.

(b) **Vehicle:** Car for use in company's business, mobile phone and telephone at residence will not be considered as perquisites. Personal long-distance calls on telephone and use of car for private purposes shall be billed by the company

(c) **Gratuity:** Gratuity shall not exceed half month's salary for each completed year of service.

(d) **Insurance:** Group Mediclaim Insurance premiums shall be paid as per the rules of the company.

(e) **Leave:** Entitled to Privilege Leave and Casual and sick leave as per the rules of the Company.

(f) In the absence, or inadequacy of profits in any financial year, the remuneration including the perquisites will be paid to the managerial personnel including the Whole Time Director(s) in accordance with applicable provisions of Schedule V of the Companies Act, 2013.

5. RE-APPOINTMENT OF Mr. K. KUMARAN HAVING DIN 00801146 AS AN INDEPENDENT DIRECTOR FOR FIVE YEARS FOR SECOND TERM

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 Sections 149, 150, 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, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force, Mr. K Kumaran, (DIN: 00801146), Independent Director of the Company who has submitted a declaration that he meets the criteria for Independence as provided in the Act and listing regulations and eligible for re-appointment as Independent Director for second term and in respect of his appointment based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re- appointment to the Board Mr. K. Kumaran (DIN:00801146), who was appointed as a Director under the Independent Category of the Company by the Board of Directors with effect from 10th October 2026 pursuant to Section 161 of the Companies Act, 2013, and who holds office up to the date 09 October 2026 and in respect of whom the Company has received a notice under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 10.10.2026 up to 09.10.2031"

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and Dr. V. Rajesh, the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including filing the necessary forms with the Registrar of Companies, Stock Exchanges and such other authorities as may be required."

6. APPOINTMENT OF MR. SUBRAHMANIYA SIVAM RAMAMURTHY HAVING DIN 02393209 TO APPOINT AS INDEPENDENT DIRECTOR FOR FIVE YEARS FOR FIRST TERM

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read Schedule IV and other applicable provisions of the Companies Act, 2013 **("the Act')** and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or reenactment(s) thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Dr. R Subrahmaniya Sivam (DIN: 02393209) be and is hereby appointed as an Independent Director of the Company to hold office for a First term of five years from 22nd September 2026 to 21st September 2031, not liable to retire by rotation;

"RESOLVED FURTHER THAT the Board of Directors and Dr. V. Rajesh, the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be considered necessary, proper or expedient for the purpose of giving effect to the above resolution."

For on and behalf of the Board

Sd/-
Valli M Ramaswami
Chairperson & Whole Time Director
(DIN: 00036508)

Place : Chennai
Date : 14/08/2026

NOTES:

1. Pursuant to Ministry's Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 09/2023 dated 25.09.2023, General Circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025. (**(MCA Circulars)**) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (**"SEBI Circular"**) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (**"VC"**) or other audio visual means (**"OAVM"**), without the physical presence of members at a common venue. In compliance with the said Circulars, our 80th AGM shall be conducted through VC / OAVM.

2. Pursuant to the aforementioned circular,, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before or 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 restrictions on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the AGM will be provided by NSDL.

6. The Notice calling the AGM has been uploaded on the website of the Company at https://loyaltextiles.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

EXPLANATORY STATEMENT

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

Item No. 3 RATIFICATION OF REMUNERATION FOR COST AUDITOR

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 2026-27, 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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for FY 2026-27.

The Board re-commends ratification of remuneration of Cost Auditors, as set out in Item No. 3 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.4 RE-APPOINTMENT OF MR. MUTHU ELUMALAI MANIVANNAN (DIN: 02229808) AS WHOLE-TIME DIRECTOR

The Board of Directors, on recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. M. E. Manivannan as the Whole Time Director of the Company with effect from 11th February 2027.

He is already serving on the Board as Whole Time Director for the Five-year period ever from 10.02.2022 and he is eligible to reappointment as Whole Time Director for another five years from 11.02.2027.

Mr. M.E. Manivannan has over 43 years' experience in textile industry, performing various roles.

He has rich experience in formulation of systems & procedures and its sustained compliance.

He has successfully implemented many new projects and successfully commissioned composite textile units and state-of-the-art apparel manufacturing units in record time.

He has presented many papers in various academic and professional forums, workshops and seminars at regional and national level.

He is a University Rank holder in B.B.A. and hold post graduate degrees in Commerce and Business Management from Madurai Kamaraj University, besides a degree in Law from Madurai Law College. He has also undergone short term Management Development Programme (MDP) at Indian Institute of Management (IIM), Ahmedabad.

The Board of Directors are of the opinion that the Company will be immensely benefited through his association and believe that his judgment and knowledge are very important elements in the discussions and business decisions adopted by the Board of Directors.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out in this Notice.

Your directors recommend the resolution for your approval.

Item No. 5 RE- APPOINTMENT OF MR. K. KUMARAN (DIN: 00801146) AS INDEPENDENT DIRECTOR FOR FIVE YEARS FOR SECOND TERM

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Kumaran (DIN: 00801146) as a Director in the category of Independent Director of the Company with effect from 10th October 2023 to 09th October 2026 for three year period for first term, pursuant to Section 161 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Section 161 of the Companies Act, 2013, Mr. K. Kumaran holds office only up to the date of 09th October 2026 and is eligible for re-appointment as an Independent Director for a second term of five (5) consecutive years commencing from 10.10.2026 up to 09.10.2031.

The Company has received:

- Consent to act as Director in Form DIR-2;
- Declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- Declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations;
- Confirmation that he has complied with the requirements relating to registration in the Independent Directors' Databank, wherever applicable and has been exempted from the Online Proficiency self-assessment test;
- Disclosure of interest in Form MBP-1; and
- Confirmation that he is not debarred from holding the office of Director by virtue of any order of SEBI or any other statutory authority.

In the opinion of the Board, Mr. K. Kumaran fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the SEBI Listing Regulations for appointment as an Independent Director and is independent to the management.

The NRC and the Board have evaluated the skills, expertise, experience, and competencies of Mr. K. Kumaran and are of the view that his appointment would be of immense benefit to the Company.

His experience would strengthen the Board's effectiveness and contribute significantly to the Company's governance framework.

A brief profile of Mr. K. Kumaran is provided below:

Particulars	Details
Name	Mr. K. Kumaran
DIN	00801146
Age	12.01.1966 (60 years)
Qualification	Mr. K. Kumaran completed his graduation in Engineering from Anna University and did his MBA in Duke University in USA.
Experience	He is a successful industrialist having vast knowledge and rich experience over 40 years in Production, Management and he has business interests in Paper & Coir products manufacturing, Bio-Medical Waste management, Electrical and Electronics Waste Management and Solid waste Management. He is passionate about waste management services, especially recycling and reusing the materials in conformance with Indian standards.
Expertise	Production, Management including waste management and in all spheres of management including Strategic Planning and Business Administration
Date of first appointment on the Board	10th October 2023 (for three years)
Proposed tenure	from 10.10.2026 up to 09.10.2031 (for five years)
Shareholding in the Company	Nil

Particulars	Details
Directorships in other companies	1. M/s. Earth Sense Properties Pvt Ltd 2. M/s. Earth Sense Ventures Pvt Ltd 3. M/s. Earth Sense Recycle Pvt Ltd 4. M/s. India Works Organisation 5. M/s. Nelsun Paper Mill Pvt Ltd 6. M/s. Nagsun Ceramics Pvt Ltd 7. M/s. Stardrive Busducts Pvt Ltd
Membership/Chairmanship of Committees	Nil
Number of Meetings of the Board attended during the year	5 (FIVE)
Details of remuneration sought to be paid	NIL
Total Remuneration last drawn	NIL

The terms and conditions of appointment of Mr. K. Kumaran as an Independent Director shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be made available electronically, if required.

The Board considers that the appointment of Mr. K. Kumaran as an Independent Director is in the best interests of the Company and accordingly recommends the Resolution set out in Item No. 5 of the Notice for approval of the Member.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6 APPOINTMENT OF DR. SUBRAHMANIYA SIVAM R (DIN: 02393209) AS INDEPENDENT DIRECTOR

Dr. R Subrahmaniya Sivam, is a qualified Chartered Accountant, Cost and Management Accountant, Company Secretary for first term for five years and also completed his Doctorate. He is a Practicing Chartered Accountant by Profession. He has held various posts in Industries and has over four decades of experience in Internal and Management audits, structuring costing models & systems. He is also interested in the fields of Cost Accounting, Environmental, Social and Governance (ESG) and Business Responsibility and Sustainability Reporting (BRSR).

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Dr R Subrahmaniya Sivam (DIN: 02393209) possesses the relevant expertise and experience and fulfils the conditions for being appointed as Independent Director as specified in the Sections 149 and 152 of the Act and SEBI (LODR). Having regard to the qualification, skill, experience and financial knowledge, the Board considers that his induction would be of immense benefit to the company.

Dr. R Subrahmaniya Sivam is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The company has received the following from Dr. R Subrahmaniya Sivam in respect of his proposed appointment:

1. Consent to act as Director – Section 152(5) of the Act - Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
2. Form DIR- 8 intimating that he is not disqualified under Section 164(2) of the Act – Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
3. Notice in writing from a member proposing the candidature of the above person for being appointed as Director of the company – Section 160 of the Act.

4. Declaration that;
   a) he meets the criteria of independence prescribed by both the Act and LODR.
   b) is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence.
   c) has not been debarred or disqualified from being appointed or continuing as director of a company by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such statutory authority.
   d) has registered his name in the Data Bank of Independent Directors maintained by Indian Institute of Corporate Affairs (IICA) in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
   e) has been exempted from the Online Proficiency self-assessment test.

Details of Dr. R Subrahmaniya Sivam are furnished below in pursuant to Regulation 36(3) of SEBI (LODR) and Secretarial Standard (SS -2) on General Meeting.

The Independent Director would be eligible for sitting fee for attending the Board meeting and any other Committee meetings in which he will be a member, within the ceiling prescribed by the Act and as determined by the Board from time to time. He would also be eligible for commission / remuneration within the limits permissible under Law and approved by shareholders. However, he is not entitled to any stock option.

A copy of the Resolution of the Nomination and Remuneration Committee / Board of Directors, other relevant documents referred to in the Notice and the explanatory statement and the draft letter of appointment setting out the terms and conditions are available for inspection by the Members at the Registered Office of the Company during business hours on any working day from the date of dispatch of the Notice till the date of closing of e- voting period (i.e., 19.09.2026 to 21.09.2026). The draft Letter of Appointment setting out terms and conditions of appointment is also available on the website of the Company.

Dr. R Subrahmaniya Sivam is interested in the resolution concerning his appointment.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in the Notice for approval of the Members of the company.

A brief profile of Dr. R Subrahmaniya Sivam is provided below:

Particulars	Details
Name	Dr. R Subrahmaniya Sivam
DIN	02393209
Age	15.12.1958 (68 years)
Qualification	CA., CMA., CS., Ph.D.,
Experience	Over four decades of experience in Internal and Management Audits, structuring costing models & systems. Interested in the fields of Cost Accounting, on Environmental, Social and Governance (ESG) and Business Responsibility and Sustainability Reporting (BRSR).
Expertise	Expertise in fields of Cost Accounting, on Environmental, Social and Governance (ESG) and Business Responsibility and Sustainability Reporting (BRSR).
Date of first appointment on the Board	14.08.2026 (as additional director)
Proposed tenure	5 years (from 22.09.2026 to 21.09.2031)
Shareholding in the Company	NIL
Directorships in other companies	High Energy Batteries (India) Limited

Particulars	Details
Membership/Chairmanship of Committees	NIL
Number of Meetings of the Board attended during the year	NIL
Details of remuneration sought to be paid	Only entitled for sitting fees
Relationship with other Directors, Manager and Key Managerial Personnel	NIL

The terms and conditions of appointment of Dr. R Subrahmaniya Sivam as an Independent Director shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be made available electronically, if required.

The Board considers that the appointment of Dr. R Subrahmaniya Sivam as an Independent Director is in the best interests of the Company and accordingly recommends the Resolution set out in Item No. 6 of the Notice for approval of the Member.

None of the existing Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING WHO IS LIABLE TO RETIRE BY ROTATION

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

Name	Mrs. Vishala Ramswami
Director Identification Number	06967899
Date of Birth and Age	06th April 1992, 34yrs
Designation/Category of the Director	Non-Executive, Non-Independent Director
Date of First Appointment on the Board	February 17, 2025
Qualification	Ms. Vishala Ramswami has done undergraduate degree in Economics and Management from the University of Bath, England and master's degree in international development from London School of Economics.
Expertise in specific functional areas	She had worked at EY's (Ernst & Young) Global headquarters in London as Global brand, Marketing & Communications Officer. Considering her functional expertise and that her contribution is immensely beneficial to the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors through a resolution passed by circulation dated January 17, 2025 have appointed Mrs. Vishala Ramswami as an Additional Director in the capacity of non-executive Non – Independent Director liable to retire by rotation. Then by way of postal ballot, she was appointed as director by the shareholders of the company and hence she is serving as a member of the Board of Directors at Loyal Textiles Ltd.
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company.	She is the daughter of chairperson of the company Mrs. Valli M Ramaswami.
Directorships held in other companies including equity listed companies and excluding foreign companies	Nil
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	Her 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.

By order of the Board
For LOYAL TEXTILE MILLS LIMITED

Sd/-
Valli M Ramaswami
Chairperson & Whole Time Director
(DIN: 00036508)

Place : Chennai
Date : 14.08.2026

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period **begins on Saturday 19 September 2026, at 09:00A.M. and ends on Monday 21 September 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for e-voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **September 15, 2026,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday **September 15, 2026.**

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 and joining virtual meeting 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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 or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** 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 **"Access to e-Voting"** 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. NSDL** 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 & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 be opened. 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

Type of shareholders	Login Method
	you can see e-Voting page. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. 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 www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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

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

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 **‘Shareholder/Member’** section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log in to NSDL e-services 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 EVEN number is 141425**:

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 user 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. 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.**

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.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 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 and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select **"EVEN"** of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under **"Join Meeting".**

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 have casted vote for any resolution "after submit" then you will not be change or modify your vote casted.

8. You can also take the printout of the votes cast by you by clicking on the print option.

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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under "e-Voting" tab in their login.

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 to reset the password.

3. 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 or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@loyaltextiles.com.
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), AADHAR (self-attested scanned copy of Aadhar Card) to 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to 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. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@loyaltextiles.com. The same will be replied by the company suitably.

6. The members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least Seven (7) days prior to proposed the annual general meeting mentioning their name, DEMAT account number/folio number, email id, mobile number at investors@loyaltextiles.com

7. The members who do not wish to speak during the AGM but have queries may send their queries in advance Seven (7) days prior to proposed the annual general meeting mentioning their name, DEMAT account number/folio number, email id, mobile number at investors@loyaltextiles.com. These queries will be replied to by the company suitably by email.

By order of the Board
For LOYAL TEXTILE MILLS LIMITED

Sd/-
Valli M Ramaswami
Chairperson & Whole Time Director
(DIN: 00036508)

Place : Chennai
Date : 14/08/2026