LOYAL TEXTILE MILLS LTD

(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/2026-27/034 **November 23, 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: Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

We attach herewith the Postal Ballot Notice dated November 12, 2026, to be send to the shareholders for their approval:

1. Redesignation of Mrs. Vishala Ramswami (DIN: 06967899) as Whole Time Director as Executive Director. - Ordinary Resolution

2. Appointment of Mr. B. Vaidyanathan (DIN: 00263983) as an Independent Director for First Term for Five Years. - Special Resolution

3. Appointment of Mr. Gokul S Dixit (DIN: 00357170) As Non-Independent Director - Ordinary Resolution

In accordance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('**MCA circulars**'), the Postal Ballot Notice has to be send only in electronic form to member(s) whose name(s) appeared on the Register of Member(s)\List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited as on Friday, November 27, 2026 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories.

Approval of the members is sought by way of Ordinary Resolutions and Special Resolution set out in the Notice through electronic means (e-voting) only.

RAJESH V

Digitally signed by RAJESH V
Date: 2026.11.23 10:53:04 +05'30'

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

ISO 9001 : 2015
ISO 14001 : 2015
ISO 45001 : 2018
BUREAU VERITAS
Certification
UKAS
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Phone : +91 44 4227 7374
GSTIN : Tamil Nadu : 33AAACL2632C1Z8, Andhra Pradesh : 37AAACL2632C1Z0
CIN : L17111TN1946PLC001361, PAN : AAACL2632C

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all the members. The e-voting period commences **on Tuesday, December 01, 2026, at 9.00 a.m. (IST) and ends on Wednesday, December 30, 2026, till 5.00 p.m. (IST)**. The results of voting by Postal Ballot (through e-voting) will be announced to the Stock Exchanges on or before Thursday, December 31, 2026.

The Postal Ballot Notice along with explanatory statement, instructions for e-voting are also available on the website of the Company: www.loyaltextiles.com and on the website of NSDL https://www.evoting.nsdl.com/.

We request you to kindly take the same on record

Also find below the schedule for our postal ballot:

Benpos Date for Sending Notice (Cut off)	27/11/2026
Date of Completion of Dispatch	30/11/2026
Remote e-Voting Start Date	01/12/2026
Remote e-Voting Start Time	09.00 A.M
Remote e-Voting End Date	30/12/2026
Remote e-Voting End Time	5:00 P.M.

Thanking You,

Yours faithfully
For LOYAL TEXTILE MILLS LIMITED

RAJESH V
Digitally signed by RAJESH V
Date: 2026.11.23 10:53:37 +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

ISO 9001 : 2015
ISO 14001 : 2015
ISO 45001 : 2018
BUREAU VERITAS
Certification
UKAS
0008

LOYAL TEXTILE MILLS LIMITED

Corporate Identity No. (CIN): L17111TN1946PLC001361
Registered Office: 21/4, Mill Street, Kovilpatti – 628501 **Tel**:04632-2201; **E-mail**: investors@loyaltextiles.com ; **Website**: www.loyaltextils.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 ('**Act'**) read with the Companies (**Management and Administration**) Rules, 2014 ('**Rules'**) each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('**MCA'**), Government of India, from time to time.

E - VOTING STARTS ON	E - VOTING ENDS ON
On Tuesday, 01 December 2026 at 9.00 A.M.	On Wednesday, 30 December 2026 at 5.00 A.M.

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations'**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2'**), each as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 09/2024 dated September 19, 2024 read with other relevant circulars issued in this regard ('**MCA Circular'**), to transact the Special Businesses as set out hereunder by passing Ordinary Resolutions by way of postal ballot only, by voting through electronic means ('**remote e-voting'**).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('**Notice'**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circular, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with company (i.e., on 27.11.2026) Loyal Textile Mills Limited/ the Company's Registrars and Transfer Agent ('**RTA'**) GNSA Infotech Private Limited / National Securities Depository Limited ('**NSDL'**) and/or Central Depository Services (India) Limited ('**CDSL'**), (**NSDL and CDSL collectively** '**Depositories'**). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circular and SS-2, the Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at **https://loyaltextiles.com/shareholders-information.**

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Wednesday, December 30, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Special Business:

1. REDESIGNATION OF MRS. VISHALA RAMSWAMI (DIN: 06967899) AS WHOLE TIME DIRECTOR AS EXECUTIVE DIRECTOR.

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

"RESOLVED THAT pursuant to the provisions of Sections 188, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Schedule V to the Act and the Companies (Meetings of Board and its Powers) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), and the Articles of Association of the Company, and based on the recommendation of the Audit Committee, the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for the redesignation of **Mrs. Vishala Ramswami (DIN: 06967899)**, presently serving as a Non-Executive Director of the Company, to a **Whole-time Director of the Company, designated as Executive Director**, for a period of **five (5) years with effect from 01.10.2026 to 30.09.2031**, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT Mrs. Vishala Ramswami shall, during the aforesaid period, be entrusted with such powers, duties and responsibilities and shall perform such functions as may be determined by the Board of Directors from time to time, subject to the overall supervision, direction and control of the Board of Directors.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Vishala Ramswami shall be as recommended by the Audit Committee, Nomination and Remuneration Committee and approved by the Board of Directors, as set out in the Explanatory Statement annexed hereto, and shall be subject to the overall limits prescribed under Sections 197 and 198 read with Schedule V to the Act and the applicable provisions of the SEBI LODR Regulations.

RESOLVED FURTHER THAT Mrs. Vishala Ramswami (DIN: 06967899) is a relative for the Chairperson and Whole Time Director Mrs. Valli M Ramaswami, being appointing in the place of profit in the Company, at a monthly remuneration may exceed the limit in clause (f) of sub-section (1) of section 188 of the Companies Act 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of her appointment, the remuneration payable to Mrs. Vishala Ramswami shall be governed by the applicable provisions of Schedule V to the Act, including the applicable provisions relating to payment of remuneration by way of minimum remuneration, subject to such approvals as may be required under the Act and the rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary or modify the terms and conditions of appointment and remuneration of Mrs. Vishala Ramswami, within the remuneration of overall limits prescribed under the Act, Schedule V thereto and the SEBI LODR Regulations, as may be recommended by the Audit Committee, Nomination and Remuneration Committee and considered appropriate by the Board.

RESOLVED FURTHER THAT Dr. V. Rajesh, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, desirable or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities.

2. APPOINTMENT OF MR. B. VAIDYANATHAN (DIN: 00263983) AS AN INDEPENDENT DIRECTOR FOR FIRST TERM FOR FIVE YEARS.

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, 152 and 161 read with Schedule IV, and other applicable provisions of the Companies Act, 2013 ("**the Act**"), and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(1)(b), 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), and the Articles of Association of the Company, Mr. B. Vaidyanathan (DIN: 00263983), who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from 12/11/2026, and who holds office up to the date of this meeting under Section 161(1) of the Act, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member 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 **first term of up to five consecutive years** from 12/11/2026 to 11/11/2031.

RESOLVED FURTHER THAT Mr. B Vaidyanathan (DIN: 00263983) shall be entitled to sitting fees for attending meetings of the Board and its Committees, reimbursement of expenses, and profit-related commission, if any, as permitted under Section 197 of the Act, and as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors, or any Committee thereof, or any Director or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things, and to file all necessary forms and returns with the Registrar of Companies and other authorities, as may be necessary to give effect to this resolution.

3. APPOINTMENT OF MR. GOKUL S DIXIT (DIN: 00357170) AS NON-INDEPENDENT DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company, **Mr. Gokul S Dixit (DIN: 00357170)**, who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company by the Board of Directors with effect from 12/11/2026, pursuant to the provisions of Section 161(1) of the Act, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Dr. V. Rajesh, the Company Secretary be and is 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 making necessary filings with the Registrar of Companies and intimations to the Stock Exchanges and to take all incidental and consequential steps in this regard."

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rules 20 and 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.

2. In compliance with the MCA Circular, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as **on Friday, November 27, 2026 ('cut-off date')** and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.

3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cutoff date shall be eligible to cast their votes through postal ballot by remote e-voting only. A person who is not a member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The Company is providing remote e-voting facility with 30 days cooling period to its members, to enable them to cast their votes electronically.

5. The remote e-voting shall **commence on Tuesday, December 01, 2026, at 9:00 a.m. (IST) and shall end on Wednesday, December 30, 2026, at 5:00 p.m. (IST).** During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. A copy of this Notice is also available on the website of the Company at **https://loyaltextiles.com/shareholders**, the website of BSE Limited ('**BSE'**) at www.bseindia.com and National Stock Exchange of India Limited ('**NSE'**) at www.nseindia.com, on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com

7. The vote in this Postal Ballot cannot be exercised through proxy.

8. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to investors@loyaltextiles.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.

9. Process for Registration of email addresses:

A. One-time registration of email address with the RTA for receiving the Notice and casting votes electronically:

To facilitate members to receive this Notice electronically and cast their votes electronically, the Company has made special arrangements with the RTA for registration of email addresses in terms of the MCA Circular. Eligible Members who have not submitted the same to the RTA, are required to provide their email address to the RTA, on or **before 5:00 p.m. (IST) on Friday, November 27, 2026** ("**Cutoff date**"), pursuant to which any Member may receive on the email address provided by the Member, the Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

B. Process to be followed for one-time registration of email address (for shares held in physical form or in electronic form) are as follows:

i. Visit the https://www.gnsaindia.com

ii. Select the Name of the Company from dropdown: The Loyal Textile Mills Limited

iii. Enter the Folio number or DP ID/Client ID, Shareholder Name, PAN details, Mobile no. and email address.

Members are also required to upload a self-attested copy of the PAN Card and address proof viz. Aadhaar card or Passport, etc. Members holding shares in physical form are required to additionally enter one of their share certificate numbers.

iv. Enter the One-Time Password ('**OTP'**) received on registered mobile no. and registered email address and submit.

v. On completing the above process your request will be accepted, and request ID will be generated. Email registered is for limited purpose of sending notice pertaining to the current event.

After successful submission of the email address, CDSL/NSDL will email a copy of this Notice along with the e-voting user ID and password. 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) below i.e. Login method for e-voting for individual shareholders holding securities in demat mode.

In case of any queries, Members may write to investors@loyaltextiles.com or helpdesk.evoting@cdslindia.com, www.evoting.nsdl.com.

C. Registration of email address permanently with Company/Depositories:

10. Members are requested to register the email address with their concerned DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the holders at bala.r@gnsaindia.com.

11. Those Members who have already registered their email addresses are requested to keep the same validated with their DPs/Depositories/RTA to enable serving of notices/documents/Annual Reports and other communications electronically to their email address in future.

12. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

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

The remote e-voting period **begins on Tuesday 1st December 2026, at 09:00A.M. and ends on Wednesday 30th December 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **November 27, 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 **Friday, November 27, 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 for Individual shareholders holding securities in demat mode

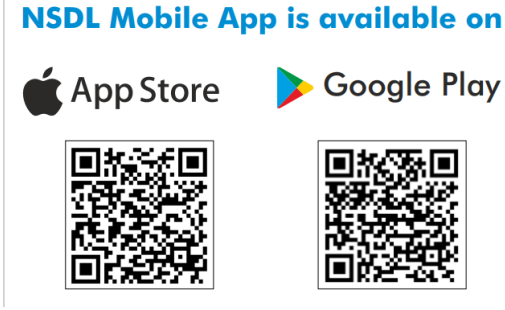
In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their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

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.
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 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 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.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.



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 Myeasi 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 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. 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 a 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 evoting 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.

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 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 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.	**143646**

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. 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**

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 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 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 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 shareholders 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, 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.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

ITEM NO 1:

REDESIGNATION OF MRS. VISHALA RAMSWAMI (DIN: 06967899) AS WHOLE TIME DIRECTOR AS EXECUTIVE DIRECTOR.

This is to inform that **Mrs. Vishala Ramaswami (DIN: 06967899)** is presently serving as a Non-Executive Director of the Company and is liable to retire by rotation.

Considering her experience, knowledge and familiarity with the affairs of the Company and her contribution to the management and operations of the Company, the Nomination and Remuneration Committee, through circular resolution on 25.09.2026, recommended the redesignation of Mrs. Vishala Ramswami from Non-Executive Director to Whole-time Director, designated as Executive Director, for a period of 5 years with effect from 01/10/2026 to 30.09.2031.

Based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, the Board of Directors through circular resolution on 26.09.2026 approved the redesignation of Mrs. Vishala Ramswami as Whole-time Director, under Executive Director, w.e.f. 01/10/2026 subject to the approval of the Members of the Company and such other approvals as may be necessary.

Terms of appointment

The principal terms and conditions of the proposed appointment are as follows:

Particulars	**Details**
Name	Mrs. Vishala Ramswami
DIN	06967899
Date of Birth and Age	April 06, 1992; 34 years
Existing designation	Non-Executive Director
Proposed designation	Whole-time Director – Executive Director
Effective date of appointment/redesignation	01.10.2026
Tenure	5 years – from 01.10.2026 to 30.09.2031
Salary & Minimum remuneration	₹3 lakhs per month (₹36 lakhs p.a.)
Perquisites/Allowances	As approved by the Board/NRC and within applicable statutory limits
Number of shares held in the Company (self and as a beneficial owner)	550 Equity Shares of Rs.10/- each

Commission	Not applicable
Sitting fees	As applicable to Directors, subject to applicable provisions
Name of the related party	Mrs. Valli M Ramaswami
Name of the director	Mrs. Valli M Ramaswami (DIN:00036508)
Nature of relationship	Mrs. Vishala Ramswami is a daughter of Mrs. Valli M Ramaswami
Nature, material terms, monetary value and particulars of the arrangements;	Mrs. Vishala Ramswami is proposed to be appointed for five (5) years at the remuneration of 36 lakhs per annum.
Other benefits	As approved already by the Board/AC/NRC in accordance with the Company's policy.
Qualification	B.Sc., Economics & Management, University of Bath, England M.Sc., International Development, London School of Economics.
Brief Profile	Mrs. Vishala Ramswami has 10 years of experience across Corporate Strategy and Marketing, and she has worked at EY's (Ernst & Young) Global Headquarters in London as Global Brand, Marketing and Communications officer. She is currently the Executive Director of the Company which required shareholders' approval.
Nature of expertise in specific functional areas	Corporate Strategy, Marketing, Sales
Names of the Listed companies in which the person holds directorship	NIL
Names of the Listed companies in which the person holds directorship	NIL

The appointment is subject to the provisions of **Sections 188, 196, 197, 198 and 203** of the Companies Act, 2013, Schedule V thereto, the Articles of Association of the Company and applicable SEBI LODR Regulations.

The Board may, based on the recommendation of the Audit Committee and the Nomination and Remuneration Committee, alter or vary the terms and conditions of appointment and remuneration within the limits prescribed under the Act and Schedule V thereto.

Justification for the proposed appointment.

Mrs. Vishala Ramswami has been associated with the Company as a Director and has considerable familiarity with the Company's business, operations, management and affairs. The proposed redesignation is intended to enable the Company to utilise her experience and knowledge in an executive capacity and to entrust her with specific executive responsibilities in the management of the Company.

The Board, after considering the recommendation of the Audit Committee, and Nomination and Remuneration Committee, is of the view that her experience and continued association would be beneficial to the Company.

Information pursuant to Schedule V to the Companies Act, 2013

I. General Information

1. Nature of industry: Textile manufacturing and allied activities.
2. Date or expected date of commencement of commercial production: The Company is an existing operational company.
3. Financial performance: The relevant financial particulars of the Company for the preceding financial years are available in the Company's Annual Report.
4. Foreign investments or collaborations: As disclosed in the Company's financial statements/Annual Report, wherever applicable.

II. Information about the appointee

1. Background details: Mrs. Vishala Ramswami has been associated with the Company as a Director and has experience in the affairs and management of the Company.
2. Past remuneration: Nil.
3. Recognition or awards: Nil
4. Job profile and suitability: As Whole-time Director/Executive Director, she will be responsible for such executive functions, operational matters and other responsibilities as may be entrusted to her by the Board from time to time.
5. Remuneration proposed: ₹36 lakhs per annum.
6. Comparative remuneration profile: The proposed remuneration has been considered having regard to the size of the Company, nature of its business, responsibilities of the position, experience of the appointee and prevailing remuneration practices.
7. Pecuniary relationship: Except the remuneration proposed to be received in her capacity as Whole-time Director and her existing 550 shares holding in the company and her relationship with Mrs. Valli M Ramaswami and she has no other pecuniary relationship with the Company.
8. Relationship with other Directors/KMP: She is not related to any other Director other than aforesaid, and she is not related to Key Managerial Personnel of the Company.

III. Other Information

The Company has been operating in the textile industry, and the proposed appointment is intended to strengthen the executive management of the Company. The remuneration has been recommended by the Nomination and Remuneration Committee and approved by the Board after considering the responsibilities attached to the position and the relevant statutory provisions and her redesignation is recommended by the Audit committee, the Nomination and Remuneration Committee and approved by the Board after considering the responsibilities attached to the position and the relevant statutory provisions.

In the event of no profits or inadequacy of profits, the remuneration shall be subject to the applicable provisions of Schedule V to the Companies Act, 2013.

IV. Disclosures

Except Mrs. Vishala Ramswami and Valli M Ramaswami, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Mrs. Vishala M Ramswami is interested in the resolution to the extent of her proposed appointment and remuneration.

The Board recommends the **Ordinary Resolution** set out at Item No. 1 for approval of the Members.

ITEM NO: 2

APPOINTMENT OF MR. B. VAIDYANATHAN (DIN: 00263983) AS INDEPENDENT DIRECTOR

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on **12/11/2026**, considered and approved the appointment of **Mr. B. Vaidyanathan (DIN: 00263983)** as an Additional Director (Non-Executive, Independent Director) of the Company with effect from **12/11/2026**, subject to the approval of the members of the Company.

Mr. B. Vaidyanathan possesses the requisite knowledge, experience, expertise and qualifications in the relevant fields and brings valuable professional experience and independent perspective to the Board. The Board is of the opinion that his association would be beneficial to the Company and would strengthen the overall governance and effectiveness of the Board.

The Company has received the requisite consent in writing from Mr. B. Vaidyanathan to act as a Director in Form DIR-2, a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the declaration that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

Further, Mr. B. Vaidyanathan has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 and that he has complied with the requirements relating to the registration with the Independent Directors' Databank and the proficiency test, wherever applicable.

The Board, after considering the recommendations of the Nomination and Remuneration Committee and the declaration of independence furnished by Mr. B. Vaidyanathan, is satisfied that he fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management.

Accordingly, the approval of the members is sought for the appointment of Mr. B. Vaidyanathan as an Independent Director of the Company for a term of **five (5) consecutive years commencing from 12/11/2026 to 11/11/2031 (both days inclusive)**, pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, read with Schedule IV thereto, and the applicable provisions of the SEBI Listing Regulations.

The terms and conditions of appointment of Mr. B. Vaidyanathan shall be available for inspection by the members at the Corporate Office of the Company during business hours on all working days up to the date of the ensuing General Meeting and shall also be made available electronically upon request.

Mr. B. Vaidyanathan and his relatives, does not have any pecuniary relationship with the other Directors, including promoter, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval of the members.

Additional disclosures pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 are provided in the Annexure to this Notice.

(In pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 issued by the Institute of Company Secretaries of India)

Item No. 2: Appointment of Mr. B. Vaidyanathan (DIN: 00263983) as an Independent Director of the Company

Particulars	**Details**
Name of the Director	Mr. B. Vaidyanathan
Director Identification Number (DIN)	00263983
Date of Birth	07/10/1956
Age	70 Years
Date of first appointment on the Board	12/11/2026
Qualification	B. Tech and PG Diploma in Management

Brief Profile and Experience	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 and as a mentor for a few companies at IIT Madras Incubation Centre.
Nature of expertise in specific functional areas	Technical expertise
Terms and Conditions of Appointment	Appointment as an Independent Director for a term of five (5) consecutive years from 12/11/2026 to 11/11/2031, not liable to retire by rotation.
Remuneration proposed to be paid	Sitting fees for attending Board and Committee Meetings and commission, if any, as may be approved by the Board, subject to the applicable provisions of the Companies Act, 2013.
Remuneration last drawn	Not applicable
Number of Board Meetings attended during the financial year	Not applicable
Directorships held in other companies	1. Telekonnectors Limited 2. Fabheads Automation Private Limited
Directorship in other listed companies	Nil
Listed entities from which the Director has	Not applicable

resigned in the past three years	
Membership / Chairmanship of Committees in other companies	Not applicable
Shareholding in the Company	NIL Equity Shares
Relationship with other Directors / Key Managerial Personnel	He is not related to any Director or Key Managerial Personnel of the Company.
Number of shares held in the Company, including beneficial ownership	NIL
Confirmation regarding fulfilment of criteria of independence	Mr. B. Vaidyanathan has furnished a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) and as per SEBI LODR ("**SEBI Regulations**").
Skills **1. Corporate Governance and Regulatory Compliance** **2. Financial and Accounting Expertise** **3. Leadership and Strategic Management** **4. Risk Management and Internal Controls** **5. Industry and Business Knowledge:** **6. Legal and Regulatory Knowledge** **7. Human Resources and Remuneration** **8. Sustainability and ESG** **9. Independent Judgement and Stakeholder Protection**	1. He has knowledge and understanding of corporate governance practices, Companies Act, 2013, SEBI Regulations and other applicable statutory and regulatory requirements. 2. He has ability to understand and evaluate financial statements, financial performance, accounting standards, internal financial controls and financial reporting systems. 3. He has experience in providing strategic direction, business planning, organisational leadership and evaluating long-term business objectives. 4. He is understanding of enterprise risk management, internal audit, internal controls and mitigation of business and operational risk. 5. He has knowledge and experience in manufacturing, textile industry, domestic and international markets, exports and related business activities. 6. He is understanding of legal and regulatory frameworks, statutory compliance, contractual matters and corporate laws. 7. He has knowledge of human resource management, succession planning, performance evaluation and remuneration policies. 8. He is understanding of environmental, social and governance matters, sustainability initiatives and responsible business practices.

10. Ethics and Integrity	9. He has ability to exercise objective and independent judgement, constructively challenge management decisions and safeguard the interests of all stakeholders, particularly minority shareholders. 10.High standards of professional ethics, integrity, transparency and commitment to corporate governance.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, **Mr. B. Vaidyanathan (DIN: 00263983)** 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.

Mr. B. Vaidyanathan (DIN: 00263983) 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 him 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.

The Independent Director would be eligible for sitting fee for attending the Board meeting and any other Committee meetings in which he might 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 Corporate 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.,30.12.2026. The draft Letter of Appointment setting out terms and conditions of appointment is also available on the website of the Company.

The terms and conditions of appointment of Mr. B. Vaidyanathan (DIN: 00263983) as an Independent Director shall be available for inspection by the Members at the Corporate Office of the Company during business hours on all working days up to the date of E-voting Meeting period and shall also be made available electronically, if required.

The Board considers that the appointment of Mr. B. Vaidyanathan (DIN: 00263983) as an Independent Director is in the best interests of the Company and accordingly recommends the **Special Resolution** set out in Item No. 2 of the Notice for approval of the Member.

None of the existing Directors except him, 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 3

APPOINTMENT OF MR. GOKUL S DIXIT (DIN: 00357170) AS NON-INDEPENDENT DIRECTOR

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Gokul S. Dixit (DIN: 00357170) as an Additional Director (Non-Executive, Non-Independent), who is liable to retire by rotation of the Company with effect from 12/11/2026, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, an Additional Director holds office up to the date of the shareholders' approval.

Accordingly, the appointment of Mr. Gokul S. Dixit as a Non-Executive, Non-Independent Director of the Company is being placed before the members for their approval by way of an **Ordinary Resolution.**

Mr. Gokul S. Dixit possesses the requisite knowledge, experience and expertise in his respective areas of operation and the Board is of the opinion that his association with the Company would be beneficial to the overall growth and governance of the Company.

The Company has received the requisite consent to act as a Director in Form DIR-2 and a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. Further, he has furnished the requisite disclosures under the applicable provisions of the Companies Act, 2013.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers that the appointment of Mr. Gokul S. Dixit as a Non-Executive, Non-Independent Director, who is liable to retire by rotation, be in the best interests of the Company

and accordingly recommends **the Ordinary Resolution** as set out in Item No. 3 of the accompanying Notice for approval of the Members.

Except Mr. Gokul S. Dixit, to whom the resolution relates, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The disclosures pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of Mr. Gokul S. Dixit, are provided in the below.

Particulars	**Details**
Name of the Director	Mr. Gokul S Dixit
Director Identification Number (DIN)	00357170
Date of Birth	08/11/1977
Age	49 Years
Date of first appointment on the Board	12/11/2026
Qualification	C.A., C.F.A. (MBA)
Brief Profile and Experience	Mr. Gokul Dixit is a Chartered Accountant (1999) and holds a 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&A, structured finance, private equity buyouts, and venture capital investing. Gokul 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). He started his career in Price water house Coopers in 1996 and later worked as research analyst in American Express Bank's corporate credit division. He then moved to the Assurance and Risk Consulting group of Arthur Andersen in 1999, where he was part of an international team that carried out an extensive forensic and criminal investigation of the

	Sultanate of Brunei's Government treasury operations and filed affidavits in several international courts. His interests include tennis, golf, farming and reading. He is the Executive Coordinator, volunteer and fundraiser for Jeevatma Kainkaryam 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.
Nature of expertise in specific functional areas	Financial expertise
Terms and Conditions of Appointment	Appointment as a Non-Independent Director liable to retire by rotation.
Remuneration proposed to be paid	Not applicable.
Remuneration last drawn	Not Applicable
Number of Board Meetings attended during the financial year	Not applicable
Directorships held in other companies	1. Quantwork AI Labs Private Limited 2. Shriram Finance Limited 3. Kapitus Strategy Services Private Limited
Listed entities from which the Director has resigned in the past three years	Not applicable
Membership / Chairmanship of Committees in other companies	Not applicable
Shareholding in the Company	NIL Equity Shares
Relationship with other Directors / Key Managerial Personnel	He is not related to any Director or Key Managerial Personnel of the Company.

Number of shares held in the Company, including beneficial ownership	NIL

By Order of the Board
For Loyal Textile Mills Limited

RAJESH V Digitally signed by RAJESH V Date: 2026.11.23 10:57:46 +05'30'

Dr. V. Rajesh, Company Secretary
Date: 12.11.2026
Place: Chennai

Registered Office **:** 21/4, Mill Street, Kovilpatti – 628501
CIN : L17111TN1946PLC001361
Tel : 04632-2201;
E-mail : investors@loyaltextiles.com ;
Website : www.loyaltextils.com