

LOYAL TEXTILE MILLS LTD
 (CIN: L17111TN1946PLC001361)
 REGD OFFICE: 21/4 MILL STREET, KOVILPATTI 628 501
 Email :investor@loyaltextiles.com, Website :www.loyaltextiles.com
 Phone:04632-220001 Fax:04632-221353



POSTAL BALLOT FORM

Registered folio No. / *Client ID No.	Number of shares held:
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I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Resolution summary	OR / SR	No. of Shares held by me	I / We assent to the resolution	I / We Dissent to the resolution
1	Adoption of audited financial statements for the year ended 31st March 2015.	OR			
2	Approval of Final dividend for the year ended 31 st March 2015	OR			
3	Appointment of Mr. P. Manivannan who retire by rotation and eligible for re-appointment	OR			
3	Ratification of Appointment of M/s.Suri & co., Chartered Accountant, Chennai, as Statutory Auditor	OR			
4	Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013	SR			
5	Appointment of Whole Time Director	OR			
6	Ratification of remuneration of the Cost Auditor	OR			

OR- Ordinary Resolution / SR – Special Resolution

Place:

Date:

(Signature of the shareholder)

Electronic voting particulars

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (E-voting Event Number)	User ID	Password

(Contd..)

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
21st September 2015 (9.00 am)	23rd September 2015 (5.00 am)

General Information :

1. Please read the instructions printed below carefully before filling this form and for e-voting through electronic means provided in the Note No .13 of the Notice of the 69th AGM carefully.
2. There will be one Postal ballot form for every Folio / Client ID, irrespective of the numbers of joint holders.
3. Pursuant to the provisions of section 110 and other applicable provisions , if any , of the Company Act ,2013 ,read with Rule 22 of the Companies (Management Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the Shareholders in respect of the Resolutions contained in the 69th AGM Notice is being sought through postal ballot process.
4. The shareholder(s) can opt only one mode of Voting , i.e either by e-voting or physical mode . If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However , in case shareholders cast their vote by physical ballot and e-voting , then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Instructions :

1. The member desiring to exercise vote by postal ballot may complete the Postal Ballot form and send it to the company in the attached self –addressed business reply envelope. Postage will be borne and paid by the company. However , envelopes containing postal Ballots, if sent by courier at the expenses of the registered member will be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer and their address, appointed by the board of Directors of the company.
3. The form should be completed and signed by the member . In case of joint holding , this form should be completed and signed (as per specimen signature registered with the company) by the first –named Member and in his / her absence , by the next named Member.
4. Please note that the postal ballot shall not be signed by the proxy.
5. Assent or Dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
6. The vote of the Member will be considered invalid on any of the following grounds;
 - a. unsigned postal Ballot form will be rejected;
 - b. If the Member's Signature does not tally;
 - c. If the member has Marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - d. If the Postal Ballot Form is unsigned , incomplete or incorrectly filled;
 - e. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the scrutinizer to identify either , the Member or the number of votes , or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
7. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on **September 17, 2015**.
8. Duly Completed Postal Ballot form should reach the company or the Scrutinizer not later than the close of working hours **(5.00PM) on Tuesday , September 23 , 2015**. All postal Ballot forms received after this date will be strictly treated as if the reply from the members has not been received.
9. In case of Shares held by the companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolutions/ Authority , authorizing the signatory to execute and sign the Postal Ballot Form .
10. Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self – addressed envelope as the envelope will be sent to the scrutinizer and any extraneous paper found in the envelope would be destroyed by the scrutinizer. Members are also requested not to write anything on the Postal Form except giving their assent or dissent and affixing their signatories.
11. A member may request for duplicate postal ballot form, if so required. However the duly filled in and signed duplicate postal form should reach the Scrutinizer not later than the date specified in the point no.(8) above.
12. Postal Ballot form received by Fax will be rejected as if reply from the Shareholder has not been received unless the original postal ballot form is received within prescribed time period.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

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

Email :investor@loyaltextiles.com, Website :www.loyaltextiles.com

Phone:04632-220001 Fax:04632-221353

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty Ninth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at 21/4, Mill Street, Kovilpatti : 628 501 at 11 a.m. on **Thursday the 24th day of September, 2015** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Profit & Loss statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares at the rate of 75% i.e Rs 7.50 per share for the year ended 31st March 2015.
3. To appoint a Director in the place of Mr. P.Manivannan who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of auditors of the company and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the recommendation of the audit committee and pursuant to the resolution passed at the 68th Annual General Meeting, the appointment of M/s. Suri & Co, Chartered Accountants (Firm Regn No:004283S) is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting to be held in the year 2016, and the Board of Directors of the company be and hereby authorized to fix their remuneration.”

SPECIAL BUSINESS:

5. **Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013:**

To adopt new set of Articles of Association containing Articles in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard.”

6. Appointment of Whole time Director

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 149,152,196 and 197 of the Companies Act, 2013 read with Schedule V, read with rules made there under and such other approvals, permissions and sanctions, as may be required and as recommended by the Nomination and Remuneration Committee, Mrs. Valli M Ramaswami who was appointed as additional director by the Board of Directors with effect from 11-2-2015, and who holds office till the date of annual general meeting, in terms of Section 161 of the Companies Act 2013 and in respect of whom the company has received a notice in writing from a member under section 160 of Companies Act 2013, signifying the intention to propose Mrs Valli M Ramaswami for the office of the director of the

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company, be and is here by appointed as the Director , who shall be a Whole Time Director of the company for a period of 3 years subject to retirement by rotation with effect from 11th February, 2015 on the following terms of remuneration and perquisites.

A. Remuneration effective from 11th February 2015.

- a) Basic Salary: Rs.1,00,000/- Per month.(Rupees One Lakh Per Month)
- b) Perquisites:
 - i) Housing: Mrs. Valli M Ramaswami shall be entitled for rent free Accommodation provided by the company
 - ii) Medical Reimbursement: Reimbursement of expenses incurred for Self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
 - iii) Leave Travel Concession: Reimbursement of expenditure incurred for self and family once a year subject to a maximum of one month's salary.
 - iv) Club Fees: Fees of clubs subject to maximum of two clubs excluding admission and life membership fees.
 - v) Personal Accident Insurance and Mediclaim insurance:

The premium shall be paid as per the rules of the company.
 - vi) Contributions to Provident Fund and Superannuation Fund shall be paid as per the rules of the Company and shall not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - vii) Gratuity shall not exceed half a month's salary for each completed years of service.
 - viii) Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.

- ix) Leave: Privilege Leave

On full pay and allowance as per the Rules of the Company. Encashment of the leave at the end of the tenure will not be included in the computation of ceiling and perquisites. He will also be entitled to casual and sick leave as per the leave rules of the company.

B. Minimum Remuneration:

The salary aforesaid and the perquisites provided to Mrs. Valli M Ramaswami be paid as minimum remuneration in the event of absence or inadequacy of profits in any year subject to such limits as may be prescribed in Schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT pursuant to the above provisions of the Companies Act, 2013 and subject to the approval of the Central Government, if any required, the remuneration / allowances aforesaid and the perquisites provided to Mrs. Valli M Ramaswami be paid as minimum remuneration in the event of absence or inadequacy of profits in any year during the currency of the appointment subject to such limits as may be prescribed in Schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT Mr. P. Manivannan, Whole Time Director of the Company and Mr. M. Arumugam, Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary or required to give effect to this resolution."

7. Ratification of Remuneration of 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 Section 148 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 remuneration of Rs.1 lakhs, in addition to service tax, travelling and out-of-pocket expenses, payable to Mr V Balasubramanian, practising Cost Accountant, holding Membership No. 4771, allotted by The Institute of Cost Accountants of India, who was appointed as cost auditor of the Company for the year 2015-16 by the board of directors of the Company, as recommended by the audit committee of directors, be and is hereby ratified."

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NOTES:

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The proxy forms, in order to be valid, must be received at the registered office of the company 48 hours before the commencement of the meeting.*
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act 2013), in respect of the special businesses, as set out in the Notice is annexed hereto.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-Voting').

The facility for voting through Ballot papers shall be made available at the 69th annual general meeting (AGM) and the members attending the AGM who have not cast their vote by remote e-Voting shall be able to vote at the AGM.
4. The Register of Members and Share Transfer Books of the Company will be closed from **26th August, 2015 to 24th September, 2015** (both days inclusive).
5. Members are requested to notify to the Company's Registrars and Transfer Agent (R&TA) M/s. GNSA Infotech Limited, STA Department, Nelson Chambers, 4th Floor, F Block, No.115 Nelson Manickam Road, Aminjikarai, Chennai - 600029.: Phone : 044-42962025, E-mail : sta@gnsaindia.com
 - a) any change in their registered address along with PIN code number.
 - b) details about their bank account number, name of the bank, bank's branch name and address to enable the Company to print the same on the dividend warrants. Please quote your Ledger Folio No./DP and Client ID in all correspondence with the Company/R&TA
6. Members holding shares in the same name or same order of names under different Ledger Folios are requested to apply for consolidation of such Folios, to the Company's R&TA, at the address stated in Note No. 5 above.
7. Under Section 205A of the Companies Act, 1956, the amount of dividends remaining unclaimed for a period of 7 years has to be transferred to the Investor Education and Protection Fund established by the Central government. Members who have not encashed the dividend warrants for the year ended 31st March 2008 and/or any subsequent years are requested to make their claim(s) by surrendering the unencashed warrants immediately to the Company or R&TA, giving necessary details .
8. Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their respective shares in the Company shall vest in the event of such member death. The prescribed form can be obtained from its R&TA at the aforesaid address.
9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of Remote e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
11. Members may also note that the Notice of the 69th Annual General Meeting and Annual Report for 2014-2015 will also be available on the Company's website www.Loyaltextiles.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kovilpatti for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send their requests to investors@loyaltextiles.com.

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12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or R&TA

13. Remote Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended as on date read with Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instruction for e-voting are as under :

A. In case a Member receives notice of AGM through email:

- (i) Open email and open PDF file viz “Loyal Textile Mill – 69th AGM e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login.
- (iv) Enter user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) You need to login again with the new credentials
- (vii) On successful login, the system will prompt you to select the EVEN, i.e Loyal Textile Mills Limited
- (viii) On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-Off-date will appear. If you desire to cast all the votes assenting/dissenting to the resolutions, then enter all the number of shares and click “FOR” / “AGAINST”, as the case may be or partially in “FOR” and partially in “AGAINST”, but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as on the ‘Cut-Off date’. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head
- (ix) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat account
- (x) Cast your votes by selecting an appropriate option and click on “SUBMIT”. A confirmation box will be displayed. Click ‘OK’ to confirm or ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions
- (xi) Corporate / Institutional members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting.ksmassociates@gmail.com. They may also upload the same in the e-Voting module in their login. The scanned image of the above documents should be in the naming format “Corporate Name EVEN No.”

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- (xii) Members can cast their vote online from **21st September, 2015 (9:00 am) and ends on 23rd September, 2015 (5:00 pm)** through remote e-Voting. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently. The remote e-Voting will not be allowed beyond the aforesaid date and time. The remote e-Voting module will be disabled by NSDL for voting thereafter.

Only members as on the Cut-Off date, attending the AGM who have not cast their vote by remote e-Voting will be able to exercise their voting right at the AGM through ballot paper.

The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but will not be entitled to cast their vote again.

A person who is not a member as on the Cut Off date should treat this Notice for information purposes only and

- (xiii) In case of any query, the member may refer the Frequently Asked Questions (FAQs) for Members and remote e-Voting user manual for Members available at the downloads Section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. General Instructions :

- (i) Members holding shares as on the "Cut-off Date" i.e., 17th **September , 2015**, will be entitled to vote through remote e-Voting or at the venue of the AGM through ballot paper.
- (ii) The Notice of the AGM is being sent (by email where email ID is available and in physical form in other cases) to the members holding shares of the Company as on 21st August 2015.
- Where Notice is sent by email, User ID and password are sent in the email itself. Where notice is sent in physical form, User ID and Password are printed at the bottom of the Attendance Slip for the AGM sent along with the Notice.
- (iii) M/s KSM Associates represented by Mr. Krishna Sharan Mishra, Practising Company Secretary (having Membership No. 6447 and Certificate of Practice No. 7039) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-Voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the chairman of the Company, or a person authorised by him in writing, who shall countersign the same.

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- (v) The Scrutinizer will submit his report to the Chairman or a person authorised by him in writing, who will declare the result of the voting. The results declared along with the Scrutinizer's report will be placed on the Company's website www.loyaltextiles.com & on the website of NSDL [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) and shall also be communicated to the Stock Exchanges. All the resolutions, subject to receipt of requisite no. of votes, shall be deemed to be passed at the AGM scheduled to be held on 24th September, 2015.

14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By order of the Board
For Loyal Textile Mills Limited

Place: Chennai
Date: 28th May, 2015

MANIKAM RAMASWAMI
Managing Director

Notice

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

The following explanatory statement sets out all material facts relating to the special business mentioned under item nos. 5 to 7 of the Notice dated 28th May 2015.

Item No.5 : Adoption of new set of Articles of Association

The existing Articles of Association ("AoA") is based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AoA are no longer in conformity with the present Act. With the enactment of the Companies Act, 2013, substantive sections of the Act which deal with the general working of the Companies stand modified, several regulations in the existing AoA of the company require alteration or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is mainly based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also includes certain provisions from the existing AoA which are not in conflict with the provisions of the Companies Act, 2013 and suitably rephrased.

The proposed new draft of AoA is available for inspection to the shareholders at the registered office of the company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the annual general meeting.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends this resolution for your approval.

Item No.6 Appointment of Whole time Director

Mrs. Valli M Ramaswami is a graduate. She has good business experience for more than 30 years. She has concern in social welfare measures/ activities & interested in helping the poor and needy, all these years.

Mrs Valli M Ramaswami (DIN: 00036508) was appointed by the board at its meeting held on 11.02.2015 as an Additional Director. She becomes the first woman director of the company. The company has received a notice from a member proposing the candidature of Mrs. Valli M Ramaswami as a Whole Time Director to be appointed under the provisions of Section 160, 196 and 197 of the Companies Act, 2013. Mrs. Valli

M Ramaswami is a shareholder of the company holding 86148 shares as on 31st March 2015. The company has received the required deposit from the proposer.

The Company has received from Mrs. Valli M Ramaswami

- a. Consent in writing to act as Director in Form – DIR -2 pursuant to Rule – 8 of the Companies (Appointment & Qualification of Directors) Rules 2014
- b. Intimation in Form DIR- 8 in terms of the Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013

The resolution seeks the approval of members for the appointment of Mrs. Valli M Ramaswami as Whole time director of the company for a term of 3 consecutive years pursuant to the provision of Section 160 and 196 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Valli M Ramaswami proposed to be appointed, as a whole time director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and also the provisions as laid down in Listing agreement.

None of the directors, key managerial person and their relatives are interested in or concerned with the resolution except Mr. Manikam Ramaswami, Managing Director and Mrs. Valli M Ramaswami. The Board recommends the resolution for approval of the members.

The Explanatory statement may also be regarded as disclosure under clause 49 of the listing Agreement with the Stock exchange

The Board recommends this Resolution for your Approval.

Outside Directorship :

1. Dhanalakshmi Investments Private Limited
2. Rhea Cotton Traders Private Limited
3. Hellen Cotton Trading Company Private Limited
4. Madurai Tara Traders Private Limited
5. Nemesis Cotton Trading Company Private Limited
6. Kurunji Investment Private Limited
7. Loyal International Sourcing Private Limited.
8. Gruppo P&P Loyal Spa, La Spezia, Italy

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Committee Membership : NIL

Item No.7 Ratification of Remuneration of Cost Auditor

The board, on the recommendation of the audit committee at its meeting held on 11th February, 2015, appointed Mr V Balasubramanian, Practising Cost Accountant, having Membership No. 4771, as cost auditor of the Company, in terms of Section 148 of the Companies Act, 2013 (the Act 2013) and fixed a sum of Rs.1 lakh as remuneration payable to him for the financial year 2015-2016, at the Board Meeting held on 28th May 2015 subject to ratification by the shareholders of the Company.

In terms of Section 148(3) of the Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor, as recommended by the audit committee and approved by the board, is required to be ratified by the shareholders of the Company, at the ensuing AGM of the Company.

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 Item No.6 of this Notice.

The board, therefore, recommends the ordinary resolution, as set out in item No.7, for ratification of the remuneration payable to the Cost Auditor by the shareholders of the Company.

By order of the Board
For Loyal Textile Mills Limited

Place: Chennai
Date: 28th May, 2015

MANIKAM RAMASWAMI
Managing Director