

REF: LOYAL/SEC/2025-26/030

February 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 February 11, 2026 to be send to the shareholders for their approval for Material Related Party Transaction(s) between the Loyal Textile Mills Limited with Gruppo P&P Loyal S.p.A for the FY 2026-27.

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 ('CDSL') as on **Friday, February 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 Resolution set out in the Notice through electronic means (e-voting) only.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all the members.

Digitally signed by
RAJESH V
RAJESH V
Date: 2026.02.23
17:58:49 +05'30'

Divisional Office :

No. 83 , 1st Main Road, R.A. Puram, Chennai 600 028, India.

Phone : +91 44 4227 7374

E-Mail : loyal@loyaltextiles.com

GSTIN : Tamil Nadu : 33AAAACL2632C1Z8, Andhra Pradesh : 37AAAACL2632C1Z0

CIN : L17111TN1946PLC001361, PAN : AAAACL2632C

The Schedule of Events for e-voting is as follows: -

Benpos Date for Sending Notice	27.02.2026
Cut Off Date	27.02.2026
Date of Completion of Dispatch by E-mail	28.02.2026
Remote e-Voting Start Date	01.03.2026
Remote e-Voting Start Time	09.00 A.M (IST)
Remote e-Voting End Date	30.03.2026
Remote e-Voting End Time	5:00 P.M (IST)
E-voting Result Date	31.03.2026

Contact Person of the company (Coordinating for e-voting)	Dr. V Rajesh
Designation	Company Secretary & Compliance Officer
Contact No.	+91 94869 30485
Email address	secretarial@loyaltextiles.com , investors@loyaltextiles.com

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 CDSL <https://www.cdslindia.com/> .

We request you to kindly take the same on record

Thanking You,

Yours faithfully
For LOYAL TEXTILE MILLS LIMITED

RAJESH V

Digitally signed by RAJESH V
Date: 2026.02.23 17:59:32 +05'30'

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

LOYAL TEXTILE MILLS LIMITED

Corporate Identity No. (CIN): L17111TN1946PLC001361

Registered Office: 21/4, Mill Street, Kovilpatti – 628501 [Tel:04632-2201](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
Sunday, March 01, 2026, at 9:00 a.m. (IST)	Monday, March 30, 2026, at 5:00 p.m. (IST)

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 Business 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.,) 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 CDSL 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 Monday, March 30, 2026. The remote e-voting facility will be disabled by CDSL immediately thereafter.

Special Business:

1. Material Related Party Transaction(s) between The Loyal Textile Mills Limited with Gruppo P&P Loyal S.p.A

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

“RESOLVED that pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) read with Schedule XII of the Regulations, 2015, all other applicable laws and regulations, including but not limited to the relevant provisions of the Companies Act, 2013 as may be applicable, and the Company’s Policy on dealing with Related Party Transactions, the approval of the Members, be and is hereby accorded for the Transactions (whether an individual transaction or transactions taken together or series of transactions or otherwise) with **Gruppo P&P Loyal S.P.A**, (**“Joint Venture partner of the Company”**) a **‘Related Party’** of the Company with respect to Sale/purchase of goods and services, other income / expenses (incentive / commission / discount etc.), reimbursement / recovery of expenditure / reimbursement / sales promotion etc., for FY **2026-27**, for an aggregate value which would be in excess of **10%** of the annual consolidated turnover as per the Company’s last audited financial statements, on such terms and conditions as may be decided by the Board of Directors / Audit Committee from time to time, provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm’s length basis and are in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company / the Audit Committee be and is hereby authorized to do and perform all such acts, deeds and things, as may be necessary, including finalizing the terms and conditions, modes and executing necessary documents, including contracts, schemes, agreements, file applications, make representations thereof and seek approval from relevant authorities, if required and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or

approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Executive Officer, Company Secretary, Chief Financial Officer, or any other Officer(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the resolution, be and are hereby approved, ratified and confirmed in all respects.”

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, February 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 to its members, to enable them to cast their votes electronically.
5. The remote e-voting shall **commence on Sunday, March 01, 2026, at 9:00 a.m. (IST) and shall end on Monday, March 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 CDSL for voting thereafter.

6. A copy of this Notice is also available on the website of the Company at <https://loyaltextiles.com/shareholders-information>, 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, February 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) is 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 mobile no. and 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 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

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.

CDSL e-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins **on Sunday, March 01, 2026, at 9.00 AM and ends on Monday, March 30 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday February 27, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository**

Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & My Easi New (Token) 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 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your USER ID AND PASSWORD. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after</p>

login through their Depository Participants (DP)	successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on “**SUBMIT**” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the **EVSN: 260219001** for the relevant “**Loyal Textile Mills Limited**” on which you choose to vote.
- (v) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (vii) After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (viii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (x) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot entering the details as prompted by the system.

(xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@loyaltextiles.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.1800 21 09911.

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

NSDL Email: evoting@nsdl.com / Tel.: 022 - 4886 7000

CDSL Email: helpdesk.evoting@cdslindia.com / Tel.: 1800 22 55 33

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 the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to ltml.scrutinizer@gmail.com with a copy marked to evoting@cdsl.co.in. Institutional shareholders 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.cdsl.com or call on: 022-4886 7000 or send a request to Mr. Karthick. B, Regional Manager – Tamilnadu or karthikb@cdslindia.com

4. The Board of Directors has appointed Mr. S. Harikrishnan, (having membership number: 29583 and CP No: 13740) Practising Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

5. The Scrutinizer will submit his report to the Chairperson, or any other person authorised by her, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-Voting within two working days from the conclusion of the Postal Ballot viz. on or before **Tuesday, March 31, 2026**. The Scrutinizer’s decision on the validity of votes cast will be final.

6. The results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on Monday, March 30, 2026.

By order of the Board of Directors

Dr. V. Rajesh
Company Secretary
FCS 9213
Chennai – 600028

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

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (the 'Act')

The following statement sets out all the material facts relating the Resolution No. 1 to be passed as mentioned in the accompanying Notice:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of SEBI LODR Regulations and may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, and shall require prior approval of Members by means of an **ordinary resolution**.

The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Further, as per Regulation 2(1)(zc) of the Listing Regulations, the definition of Related Party Transaction ('**RPT**') includes a transaction involving a transfer of resources, services or obligations between a listed entity and a related party of the listed entity on the other hand, regardless of whether a price is charged or not.

Accordingly, **Resolution No. 1** is placed for approval of the Members of the Company.

Item No.1:

Background, details and benefits of the transaction

Considering the quantum of transactions with **Gruppo P&P Loyal S.P.A** during the previous years, the business projections for FY 2025-26 and the market trend, the Company expects that the aggregate value of transactions with Gruppo P&P Loyal S.P.A during the FY 2026-27 is estimated to exceed 10% of the annual consolidated turnover of Loyal as at 31st March, 2026. Hence, approval of the Members of the Company is sought by way of an **Ordinary Resolution** for the transactions with Gruppo P&P Loyal S.P.A, for the FY 2026-27. Members are requested to note that the transactions between the Company and Gruppo P&P Loyal S.P.A would be in the ordinary course of business and at arm's length basis. The particulars of the transaction(s) as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2024, on disclosure obligations in relation to Related Party Transactions is provided as Annexure to this Notice.

The Audit Committee and the Board of Directors at their respective meetings held on February 11, 2026, have recommended the Material Related Party Transactions with Gruppo P&P Loyal S.P.A for consideration and approval by the Members. The Audit Committee and the Board of Directors are of the opinion that the arrangements are commercially beneficial to the Company and hence the transactions are in the best interest of the Company.

It may be noted that no related party shall vote to approve this Resolution whether the entity is a related party to the transaction or not.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs.Valli M Ramaswami and Ms.Vishala Ramswami are in any way interested or concerned, financially or otherwise in the aforesaid Resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval by the Members of the Company.

DISCLOSURE PURSUANT TO SEBI CIRCULAR DATED NOVEMBER 22, 2021

Particulars of the transaction(s) as required pursuant to the provisions of the Act and SEBI Circular dated November 22, 2024 are as under:

Related Party Transaction between	The Company and Gruppo P&P Loyal S.P.A
Relationship with the Company including nature of its concern or interest (financial or otherwise)	Gruppo P&P Loyal S.P.A, being a joint venture company is a related Party and hence transactions between the Company and Gruppo P&P Loyal S.P.A. is a related party transaction pursuant to regulation 2(zc) of SEBI Listing Regulations.
Nature, material terms, particulars of the contract or arrangements; and monetary Value	List of transactions - as mentioned in the resolution. Transactions entered between the parties will exceed 10% of the annual consolidated turnover as per the last audited financial statements of the company as of 31st March 2026 during FY 2026-2027.
Tenure of the proposed transaction (particular tenure shall be specified)	One year (2026-27) and recurring in nature
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for an RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not applicable
The percentage of the subsidiary company's standalone turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Not applicable
Whether the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	No
Details of the source of funds in connection with the proposed transaction	Not applicable
Value of transactions between the parties during the FY 2025-26	150 Cr (approx.) and estimated.
a) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments nature of indebtedness - cost of funds; and - tenure	Not applicable
b) applicable terms including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security; and	Not applicable
c) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transactions	Not applicable

Justification as to why the RPT is in the interest of the listed entity	Gruppo P&P Loyal S.P.A, is the joint venture company through which the export transactions to Europe countries are carried out by the Company in its day-to-day operations and hence the transactions with are commercially beneficial and in the best interest of the Company. Since two of company's Directors are also Directors of Gruppo P&P Loyal S.P.A.
Valuation or any other external party report, if any such report has been relied upon	Not applicable
Name of Director (s) or Key managerial personnel who is related, if any	Mrs. Valli M Ramaswami and Ms. Vishala Ramswami, Directors.
Any other information that may be relevant	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 1 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends **the Ordinary Resolution** contained in Item No. 1 of the accompanying Notice to the Members for approval.

By order of the Board of Directors

Dr. V. Rajesh
Company Secretary
FCS 9213
Chennai – 600028
Date: 11.02.2026

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