

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

Regd. Office :

No. 21/4, Mill Street, Kovilpatti 628 501, Tamilnadu, India

Phone : +91 4632 220001-5 • Fax : +91 4632 221353

E-Mail : kovilpatti@loyaltextiles.com

TIN : 33615860011 • CST No. 468758 / 13.12.1958

CIN : L17111TN1946PLC001361

REF: LTM/SEC/1617/018

15th September, 2016

To

The Manager - Listing Department,
Bombay Stock Exchange Limited,
II floor,, New Trading Ring,
Rountania Building P J towers,
Dalal Street,
Mumbai -400 001

Dear Sir,

Sub : Disclosure / submissions undertaking pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the captioned subject, please find attached the following:-

1. Summary of proceedings as required under Regulations 30, Part -A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure -I.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015, as Annexure -II
3. Report of Scrutinizer dated September 14,2016, pursuant to Section 108 of the companies Act ,2013 and Rule-20(4) (xii) of the Companies (Management and Administration) Rules ,2014.
4. Annual Report for the Financial year 2015 -2016 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015,duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Kindly take on record the above

Thanking you

For M/s. Loyal Textile Mills Limited



Arumugam M
Company Secretary

DIVISIONAL OFFICE :

No. 83 (Old No. 41), 1st Main Road, R.A. Puram,
Chennai 600 028, INDIA.

Phone : +91 44 4227 7374 Fax : +91 44 4306 0622

E-Mail : loyal@loyaltextiles.com

☎ : www.loyaltextiles.com



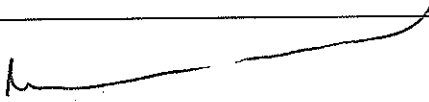

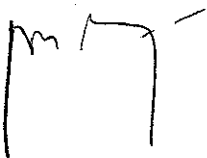
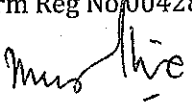

(STAR TRADING HOUSE RECOGNISED BY GOVT. OF INDIA)
INTEGRATED MANAGEMENT SYSTEM CERTIFIED AND PRACTICING COMPANY

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Phone : +91 44 4227 7374 Fax : +91 44 4306 0622
E-Mail : loyal@loyaltextiles.com ☉ : www.loyaltextiles.com

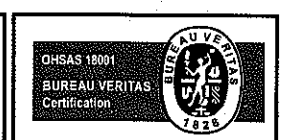
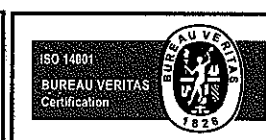
FORM A

(For Audit Report with unmodified opinion)

[Pursuant to Regulation 33 of SEBI (Listing Obligations Disclosure and Requirements) Regulations, 2015]

| | | | |
|----|---|---|--|
| 1. | Name of the Company | : | Loyal Textile Mills Limited |
| 2. | Annual Standalone Financial Statements for the year ended | : | 31 st March 2016 (Standalone) |
| 3. | Type of Audit Observation | : | Unmodified |
| 4. | Frequency of observation | : | Not Applicable |
| 5. | To be signed by- | : | |
| | CEO/Managing Director | : |  Manikam Ramaswami (Managing Director) |
| | Audit Committee Chairman | : |  (K J M SHETTY) Director |
| | CFO | : |  (R.Mohan) Chief Financial Officer |
| | Auditor of the Company | : | For Suri & Co Chartered Accountants Firm Reg No.004283S  R.Krishnamoorthy Partner Membership No.20695  |

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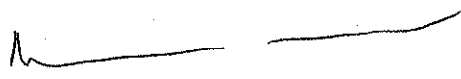
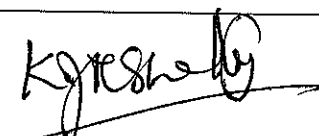
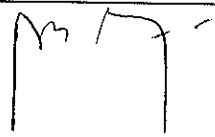
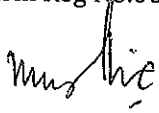
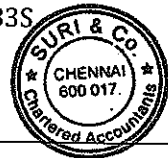
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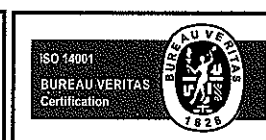
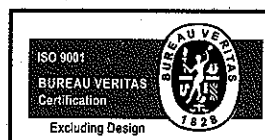
FORM A

(For Audit Report with unmodified opinion)

[Pursuant to Regulation 33 of SEBI (Listing Obligations Disclosure and Requirements) Regulations, 2015]

| | | | |
|----|---|---|---|
| 1. | Name of the Company | : | Loyal Textile Mills Limited |
| 2. | Annual Standalone Financial Statements for the year ended | : | 31 st March 2016 (Consolidated) |
| 3. | Type of Audit Observation | : | Unmodified |
| 4. | Frequency of observation | : | Not Applicable |
| 5. | To be signed by- | : | |
| | CEO/Managing Director | : |  Manikam Ramaswami (Managing Director) |
| | Audit Committee Chairman | : |  (K J M SHETTY) Director |
| | CFO | : |  (R. Mohan) Chief Financial Officer |
| | Auditor of the Company | : | For Suri & co Chartered Accountants Firm Reg No.004283S  R. Krishnamoorthy Partner Membership No.20695  |

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CIN : L17111TN1946PLC001361



LOYAL

LOYAL TEXTILE MILLS LTD

ANNUAL REPORT 2015 - 2016

LOYAL TEXTILE MILLS LIMITED
(CIN: L17111TN1946PLC001361)

| | | |
|---|---|---|
| BOARD OF DIRECTORS (As on 26 th May 2016) | : | Mr. Manikam Ramaswami, Managing Director Mrs.Valli M Ramaswami, Whole Time Director Mr. P. Manivannan, Whole Time Director Mr. K.J.M. Shetty, I.A.S. (Retd.) Mr. S Venkataramani, F.C.A., Mr. R. Poornalingam, I.A.S. (Retd) Mr. Shridhar Subrahmanyam, B.Sc.,B.Tech.,(Hons.) Mr. M.Madhavan Nambiar, I. A. S. (Retd.) |
| CHIEF FINANCIAL OFFICER | : | Mr. R. Mohan |
| COMPANY SECRETARY | : | Mr. M. Arumugam |
| STATUTORY AUDITORS | : | M/s. Suri & Co., Chartered Accountants, Chennai |
| COST AUDITOR | : | Mr. V. Balasubramanian, Cost Accountant, Coimbatore |
| INTERNAL AUDITORS | : | M/s. SLSM & Co., Chartered Accountants, Madurai |
| SECRETARIAL AUDITORS | : | M/s. KSM Associates, Company Secretaries, Chennai |
| BANKERS | : | Central Bank of India Export Import Bank of India State Bank of India Karur Vysya Bank Ltd Indian Bank |
| REGISTERED OFFICE | : | 21/4, Mill Street, Kovilpatti – 628 501. Phone: 04632 – 220001 E-mail: investors@loyaltextiles.com |
| REGISTRAR AND SHARE TRANSFER AGENTS | : | M/s. GNSA Infotech Limited, STA Department, Nelson Chambers, 4 th floor, F Block, No.115, Nelson Manikam Road, Aminjikai, Chennai – 600029 Phone: 044-42962025 E-mail: sta@gnsaindia.com |
| Website | : | www.loyaltextiles.com |

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 70th 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 10.45 a.m. on **Wednesday the 14th day of September, 2016** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

- a) To Consider and if deemed fit to pass the following as an **Ordinary resolution** :

“**RESOLVED THAT** the Audited Standalone Financial Statements for the year ended 31st March 2016 and the Reports of the Board and Auditors thereon be and hereby considered, approved and adopted”

- b) To Consider and if deemed fit to pass the following as an **Ordinary resolution** :

“**RESOLVED THAT** the Audited Consolidated Financial Statements for the year ended 31st March 2016 and the Reports of the Board and Auditors thereon be and hereby considered, approved and adopted”

2. Confirmation of Dividend

To Consider and if deemed fit to pass the following as an **Ordinary resolution** :

RESOLVED THAT the final dividend of Re. 10/- per equity share of Rs. 10/- each (100%) be declared for the financial year ended March 31, 2016 and that the same be paid out of the profits of the Company for the said financial year to those shareholders whose names appear on the Register of Members and beneficial owners as on 7th September, 2016 as per the details provided by the Depositories for this purpose.”

3. Re-Appointment of Mrs.Valli M Ramaswami, Director

To Consider and if deemed fit to pass the following as an **Ordinary resolution** :

“**RESOLVED THAT** Pursuant to Sec 152(6) of the Companies Act , 2013, Mrs. Valli M Ramaswami (DIN:00036508) Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

4. Ratification of Appointment of Statutory Auditors

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 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) be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting to be held in the year 2017, and the Board of Directors of the Company be and hereby authorized to fix their remuneration.”

SPECIAL BUSINESS:

5. Ratification of remuneration of Cost Auditor

To consider and if deemed fit to pass the following 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 (Rupees One Lakh Only), in addition to service tax, travelling and out-of-pocket expenses, payable to Mr V Balasubramanian, Practicing Cost Accountant, holding Membership No. 4771, allotted by The Institute

Notice

of Cost Accountants of India, who was appointed as cost auditor of the Company for the year 2016-17 by the board of directors of the Company, as recommended by the audit committee of directors, be and is hereby ratified.”

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. *A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.*
3. 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 the hereto.
4. 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 70th 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.
5. (a) Members please note that the Board of Directors of the Company have recommended payment of dividend at Rs. 10/- per equity share (100%) at its meeting held on May 26, 2016.

(b) The Register of Members and Share Transfer Books of the Company will be closed from **07th September, 2016 to 14th September, 2016** (both days inclusive).
- (c) The dividend on Equity Shares, if declared at the Annual General Meeting, will be credited / dispatched within thirty days to those shareholders whose names are on the Company's Register of Members as on **07th September, 2016** In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
6. Members are requested to notify to the Company's Registrars and Share 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.
7. 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. 6 above.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities market. Members holding Shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in Physical form can submit their PAN to the company/R&TA.
9. Pursuant to the provisions of Section 205A and 205C and other applicable provisions of the Companies Act, 1956 (Which are still applicable as the relevant sections under the Companies Act 2013 are yet to be notified), the dividends which remain unpaid or unclaimed for a period of 7 years from the respective dates of transfer to the unpaid dividend account of the company are due for transfer to the Investor Education and Protection Fund (IEPF).

Notice

| Financial Year | Rate of Dividend | Date of Declaration of Dividend | Date of Dividend transfer to unpaid Dividend Account | Last date for Claiming unpaid dividend | Due for Transfer to IEPF |
|---------------------|-----------------------|---------------------------------|--|--|--------------------------|
| 2008-2009 | DIVIDEND NOT DECLARED | | | | |
| 2009-2010 | 30% | 20-09-2010 | 25-10-2010 | 20-09-2017 | 20-10-2017 |
| 2010-2011 - Interim | 100% | 10-02-2011 | 15-03-2011 | 10-02-2018 | 10-03-2018 |
| 2010 -2011- Final | 39% | 24-08-2011 | 29-09-2011 | 24-08-2018 | 24-09-2018 |
| 2011-2012 | 10% | 22-08-2012 | 27-09-2012 | 23-08-2019 | 23-09-2019 |
| 2012-2013 | 50% | 23-09-2013 | 28-10-2013 | 30-08-2020 | 30-09-2020 |
| 2013-2014 | 75% | 11-09-2014 | 16-10-2014 | 28-08-2021 | 28-09-2021 |
| 2014-2015 | 75% | 24-09-2015 | 29-10-2015 | 29-09-2022 | 29-10-2022 |

Members who have so far not encashed the dividend warrants for the above years are advised to submit their claim to the Company's R&TA at the aforesaid address immediately quoting their folio number / DP ID and Client ID.

10. 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.
11. The relevant details as required by Regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and disclosure requirement), Regulation, 2015 and Secretarial standards on General Meetings a brief resume of the Directors proposed to be appointed / re-appointed , nature of their expertise in functional areas, disclosure of relationships between directors inter-se other directorships, committee memberships, shareholding in the company are given below and the Directors have furnished the requisite declarations for their appointment/re-appointment.

| | |
|---------------------------------|---|
| Name of the Director | Mrs.Valli M Ramaswami |
| Director Identification Number | 00036508 |
| Date of Birth and Age | 02-03-1961 and 55 years |
| Date of Appointment | 11.02.2015 |
| Profile | 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 and interested in helping the poor and needy, all these years. |
| Directorship in other companies | <ol style="list-style-type: none"> 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 |
| Committee Membership | NIL |
| Shareholding in the company | 86148 Shares. |

12. The Route map indicating the venue of the AGM and its nearest landmark is annexed to the notice for convenience of members.

Notice

13. 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.
14. Members may also note that the Notice of the 70th Annual General Meeting and Annual Report for 2015-2016 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.
15. 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.
16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or R&TA for assistance in this regard.
17. **To support the 'Green Initiative' of the country, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
18. **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 Reg 44 of Securities and Exchange Board of India (Listing Obligation and disclosure requirement), Regulation, 2015,, 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 – 70th 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

Notice

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.”;
- (xii) Members can cast their vote online from **11th September, 2016 (9:00 am) and ends on 13th September, 2016 (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., **06th September , 2016**, 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 2016;

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 Practise No. 7039) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Notice

- (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.
- (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 14th September, 2016.
19. 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: 26th May, 2016

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 no. 5 of the Notice dated 26th May 2016.

Item No.5 Ratification of Remuneration of Cost Auditor

The board, on the recommendation of the audit committee at its meeting held on 26th May , 2016, appointed Mr V Balasubramanian, Practicing 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 (Rupees one Lakhs Only) as remuneration payable to him for the financial year 2016-17, 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.5 of this Notice.

The board, therefore, recommends the ordinary resolution, as set out in item No.5, for ratification of the remuneration payable to the Cost Auditor by the shareholders of the Company.

Inspection of documents:

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

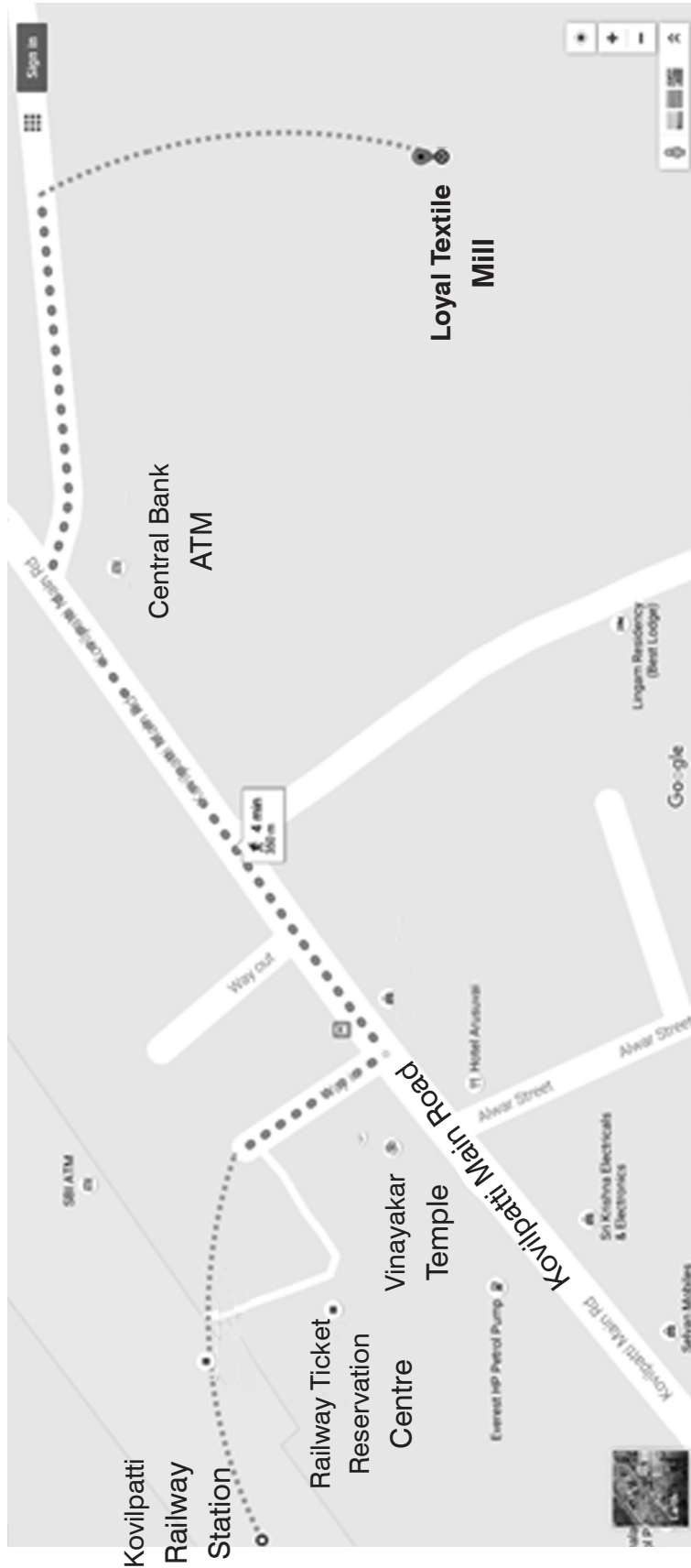
MANIKAM RAMASWAMI
Managing Director

Place: Chennai
Date: 26th May, 2016

Notice

ROUTE MAP

VENUE: 21/4, Mill Street, Kovilpatti - 628 501 • **LANDMARK:** Opp To Kovilpatti Railway Station



Directors' Report

Your Directors have great pleasure in presenting their 70th Report on the business and operations of the Company together with the audited Financial Statements (Standalone and Consolidated) of accounts for the year ended 31st March 2016.

1. SUMMARISED FINANCIAL HIGHLIGHTS

Financial results for the year under review are as follows:

₹. in crore,
except Earning per share data

| Particulars | Standalone | | Consolidated | |
|---|---------------|--------|---------------|--------|
| | 2016 | 2015 | 2016 | 2015 |
| GROSS PROFIT | 154.66 | 160.84 | 157.50 | 163.29 |
| Less : Interest | 54.52 | 68.84 | 54.78 | 69.23 |
| OPERATING PROFIT | 100.14 | 92.00 | 102.72 | 94.06 |
| Less : Depreciation | 67.21 | 82.30 | 67.96 | 82.93 |
| Profit BEFORE TAX | 32.93 | 9.70 | 34.76 | 11.13 |
| Less: Current Tax | 8.25 | 3.45 | 9.15 | 4.05 |
| Profit AFTER CURRENT TAX | 24.68 | 6.25 | 25.61 | 7.08 |
| Less: Excess Provision for FBT of earlier years reversed /Earlier Year tax provision | (0.23) | (0.02) | (0.23) | (0.02) |
| Less: Deferred tax | (1.07) | (8.72) | (1.07) | (8.72) |
| Profit AFTER DEFERRED TAX | 25.98 | 14.99 | 26.91 | 15.82 |
| Add : Surplus brought forward from previous year | 37.29 | 33.73 | 44.03 | 39.69 |
| Less: Dividend Tax | 0.98 | 0.74 | 0.98 | 0.74 |
| Less: Proposed Dividend on Equity Shares (100%) | 4.82 | 3.61 | 4.82 | 3.61 |
| Less: Withdrawal on account of Depreciation as per Schedule II of the Companies Act, 2013 | NIL | 8.45 | NIL | 8.45 |
| Add: Reversal of Deferred Tax Liability on account of Transition | NIL | 2.87 | NIL | 2.87 |
| Less: Transfer to General Reserve | 2.61 | 1.50 | 2.71 | 1.55 |
| Balance carried to next year | 54.86 | 37.29 | 62.43 | 44.03 |
| Earning Per Share | | | | |
| Basic – EPS Per Share | 53.93 | 31.13 | 55.86 | 32.86 |
| Diluted –EPS per Share | 53.93 | 31.13 | 55.86 | 32.86 |

2. DIVIDEND

Your Directors recommend a Dividend of Rs.10.00 per equity share of Rs.10/- each (100%) for the financial year ended 31st March 2016 amounting to Rs. 4.82 Crores on which Dividend distribution tax comes to Rs. 0.98 Crores.

The Dividend will be paid to members whose names appear in the Register of Members as on **07th September 2016** and in respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on the same date.

3. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2016 was Rs.4.82 crores. During the year under review the company has not issued any shares or any convertible instruments.

TRANSFER TO RESERVES

During the year under review, the Company has transferred an amount of Rs. 2.61 Crores to the General Reserve out of the amount available for appropriation and an amount of Rs.17.56 Crores is retained in the profit and loss account.

4. MATERIAL CHANGES & COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes affecting the financial position of the Company subsequent to the end of the financial year of the Company till the date of this report.

5. PERFORMANCE REVIEW, MANAGEMENT DISCUSSIONS, ANALYSIS REPORT AND OUTLOOK FOR THE CURRENT YEAR

The year under review has been similar to the previous year with respect to profits although our turnover has dropped due to steep fall in merchant exports and yarn exports.

The textile industry continues to suffer from sluggish market conditions arising out of excess capacity and high tariffs faced by Indian textile exports in the backdrop of more and more of our competing nations getting duty free or preferential entry.

Mills in Tamilnadu suffer additional disadvantages of higher transport costs, higher cost of power, frequent transmission failures and much higher minimum wages.

Windmill evacuation continues to be poor and the company continues to suffer huge losses on account of non evacuation of produced power.

Directors' Report

Domestic markets remain weaker than international markets.

The total term loans stand at Rs. 253.20 Crores reduced from Rs.308.52 Crores at the end of last fiscal year . Our efforts to deleverage and reduce overall debt is on track.

While the overall turnover dropped from Rs.1417.09 Crores to Rs. 1178.25 Crores. The garment export turnover has shown an increase of Rs.23.47 Crores and now stands at Rs. 103.62 Crores.

We have enjoyed cordial relationship with all our stake holders.

We have won the following TEXPROCIL awards, continue to be the largest grey fabric exporter for the 09th year in the row.

We have also won several 5S awards at different competitions.

Renewable energy

During the year the company produced 52.38 Lakhs units of Solar energy and the entire quantity was consumed 447.77 Lakhs units of Wind energy was evacuated from own wind mills.

Consumption of wind energy was 757.87 Lakhs units including purchased wind energy.

Loyal International sourcing

Loyal International Sourcing Private Limited is wholly owned subsidiary company of Loyal Textile Mills Limited has completed one full year of operation and has export sales and service Rs.2.47 crores of garments.

The service tax paid on the services rendered though the services were for exports are not being currently refunded and it has reduced our operating results.

Italian Joint Venture

Italian Joint Venture is performing satisfactorily , and has made a profit of 7.90 Lakh Euros pre tax and 5.36 Lakh Euros post tax .

Prospects for the FY 16-17

The prospects for 16-17 will be similar to the year under review.

Lower than anticipated cotton production and the need to import cotton has pushed up.

Cotton prices by over 50% in two months. This will be severely impacting the working of mills until November 2016, when the

new cotton will arrive.

Large number of Assam workers who went for annual holidays stays back for the elections and we were forced to find replacement for them besides train the new workers.

The situation is slowing improving and expected to get regularized by August 2016. This has caused lower utilizations and has impacted the Q1-2016 and will impact Q2-2016 working

Investments

This year most of the investments have been to augment garment capacity, improve the special finishing capabilities and increasing process automation. The investments currently being made will result in increased garmenting from September 2016 when the construction of new facilities gets completed and trained workers arrive from the 5 training centers in Odhisha, Jharkhand, Bihar and MP besides Tamilnadu.

6. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

All amounts which are due to be transferred to the Investor Education and Protection Fund are regularly monitored and transferred. During the year, the Company has transferred a sum of Rs.4.13 Lakhs, being the amount due and payable and remaining unpaid for a period of 7 years, as provided under Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (awareness and protection of investors) Rules 2001.

During the Financial year 2008-09 the company did not declared any dividend, hence there is no amount to be transferred to Investor Education and protection fund

Members who have not encashed the Dividend warrants for the financial year ended 2009-10 and/or any subsequent years are requested to write to the Company with necessary details before 20.09.2017.

7. EXPORTS

During the year under review, the company exported goods to the tune of Rs. 1024.36 Crores (Previous year Rs.1220.25 Crores).

8. MODERNISATION

A sum of Rs.48.75 Crores (previous year Rs.57.11 Crores) was spent on modernization/ replacement of plant and machinery during the year under review.

Directors' Report

9. CREDIT FACILITIES / FINANCE

During the year, the company availed term loans to the tune of Rs.35.43 Crores and repaid loans to the extent of Rs.90.89 Crores to Banks/Financial institutions.

10. FIXED DEPOSITS

During the year the company has not accepted any deposits from the public and directors.

11. DONATION

During the year 2015-16 the Company has paid a donation of Rs.157.47 Lakhs.

12. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure - A**.

13. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required pursuant to Section 197(12) read with Rule 5(2) and Rule 5 (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is attached as **Annexure – B** to this report

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 are provided in the **Annexure –B** to this report

14. REPORT ON CORPORATE GOVERNANCE

A detailed report on Corporate Governance is annexed to this report as **Annexure - C**. The Company has complied with the conditions of corporate governance as stipulated in Regulation 24, 25, 26 and 27 of Securities and Exchange Board of India (Listing obligation and Disclosure Requirement), Regulation , 2015. The Managing Director has given a certificate of Compliance with the Code of Conduct, which forms part of **Annexure – C** as required Regulation 27 of Securities and Exchange Board of India (Listing obligation and Disclosure Requirement), Regulation, 2015.

The Statutory Auditors of the Company have examined the requirements of Corporate Governance with reference to Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015 and have certified the compliance, as per the requirement of Listing regulations.

The Certificate in this regard is attached as **Annexure-D** to this Report.

The Managing Director and Chief Financial officer (CFO) certification as required under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligation and Regulation Requirement) Regulation, 2015, is attached as **Annexure –E** to this report.

15. CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, and AS 27 prescribed under Companies (Accounting Standards) Rules, 2006.

16. SUBSIDIARIES AND JOINT VENTURES

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Subsidiaries and Joint Ventures (in Form AOC-1) is attached to the financial statements.

Loyal International Sourcing Private Limited (100 % Wholly Owned Subsidiary Company) was started in the year 2014.

17. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In terms of section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company have constituted a CSR Committee. The Committee comprises of three Directors out of which two Directors are Independent Directors and other Director is a Whole Time Director. CSR Committee of the Board has developed a CSR Policy under Health Care activities and Educational Activities which is enclosed as part of this report **Annexure-F**. The CSR Policy is available at www.loyaltextiles.com under investor info/policy documents/ CSR Policy link.

The company has contributed to a Charitable Trust a sum of Rs. 50 Lakhs for spending for CSR activities which is more than the amount required to be spent u/s .135 of the Companies Act, 2013. The details of amount spent and category, the same will be published in the next report.

Directors' Report

18. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [http:// www.loyaltextiles.com](http://www.loyaltextiles.com) under investor info/ policy documents/ Whistle Blower Policy link.

19. RELATED PARTY TRANSACTIONS

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the companies Act, 2013 in the prescribed form AOC-2 is attached as **Annexure – G**. Also Refer Note No.47 of Financial statement which sets out the transactions with related parties.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Agreement. This Policy was considered and approved by the Board has been uploaded on the website of the Company at www.loyaltextiles.com under investor info/ policy documents Related Party Transaction Policy link.

20. RISK MANAGEMENT POLICY

The board members were informed about risk assessment and minimization procedures after which the board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to risk management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans

of the company are imperative. The common risks inter alia are: regulations, competition, business risk, technology obsolescence, investments, and retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk and legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

Major risks which the organization faces have been identified and systematically addressed through mitigating actions on a continuing basis. There is an adequate risk management infrastructure in place capable of addressing the risks.

The Board has developed and implemented a Risk Management Policy for the company including identification of elements of risk, which in the opinion of the Board may threaten the existence of the Company. The said policy can be viewed on the Company's website at the link: <http://www.loyaltextiles.com/policy-documents.html>

21. REMUNERATION POLICY OF THE COMPANY

The remuneration policy of the company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in the Corporate Governance Report which is attached as Part III to Para- 2 of **Annexure – C** to this report.

22. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In compliance with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted a policy on familiarisation programme for Independent Directors of the Company. The policy will enable the Independent Directors to understand their role, rights and responsibility in the Company.

The Policy on Familiarisation Programme as approved can be viewed on the Company's website at the link: <http://www.loyaltextiles.com/policy-documents.html>

23. DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES

At the 68th Annual General Meeting of the company held on 11th September, 2014 the company had appointed the existing independent directors Shri K.J.M Shetty (DIN 00033296), Shri.S.Venkataramani (DIN 00053043), Shri.R.Poornalingam

Directors' Report

(DIN. 00955742), Shri. Shridhar Subrahmanyam (DIN. 01780475) and , Shri.Mr.M.Madhavan Nambiar (DIN. 03487311) as independent directors are not liable to retire by rotation under the companies Act, 2013 for 3 consecutive years for a term up to the conclusion of the 71st Annual General Meeting.

The Key Managerial personnels of Company Secretary Mr.M.Arumugam was appointed in the Board Meeting held on 12th August 2013 and Chief Financial Officer Mr.R.Mohan was appointed in the Board Meeting held on 01st August 2014.

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of Securities and Exchange Board of India (Listing Obligation and Regulation Requirement) Regulation, 2015.

At a Board Meeting held on 11th February 2015 the board had appointed Smt. Valli M Ramaswami (DIN 00036508) as an Additional director (Woman director) and in the same Board Meeting she was appointed as a Whole Time Director of the company.

23.1 AUDIT COMMITTEE

The company is having Audit Committee comprising of following Directors:

| NAME | STATUS | CATEGORY |
|----------------------------|----------|----------------------|
| Shri. K.J.M.Shetty | Chairman | Independent Director |
| Shri.S.Venkataramani | Member | Independent Director |
| Shri.Shridhar Subrahmanyam | Member | Whole Time Director |

RECOMMENDATION OF AUDIT COMMITTEE

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

23.2 NOMINATION AND REMUNERATION COMMITTEE

The company is having a Nomination and Remuneration Committee comprising of the following directors:

| NAME | STATUS | CATEGORY |
|----------------------|----------|----------------------|
| Shri. K.J.M.Shetty | Chairman | Independent Director |
| Shri.S.Venkataramani | Member | Independent Director |
| Shri.R.Poornalingam | Member | Independent Director |

23.3 CSR COMMITTEE

The company is having a Corporate Social Responsibility Committee comprising of the following directors:

| NAME | STATUS | CATEGORY |
|-----------------------|----------|----------------------|
| Shri. K.J.M.Shetty | Chairman | Independent Director |
| Shri.Madhavan Nambiar | Member | Independent Director |
| Shri.P.Manivannan | Member | Whole Time Director |

23.4 STAKEHOLDERS' RELATIONSHIP COMMITTEE

The company is having a Stakeholders' Relationship Committee comprising of the following directors:

| NAME | STATUS | CATEGORY |
|----------------------|----------|----------------------|
| Shri. K.J.M.Shetty | Chairman | Independent Director |
| Shri.S.Venkataramani | Member | Independent Director |
| Shri.P.Manivannan | Member | Whole Time Director |

23.5 RISK MANAGEMENT COMMITTEE

As per Regulation 21 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, risk management committee is applicable to Top 100 listed entities , determined on the basis of market capitalization. Our Company does not come under TOP 100 listed entities. Hence the board dissolved the Risk Management Committee in the Board Meeting held on 10th February 2016.

24. BOARD EVALUATION

As required under the provisions of Section 134(3)(p) of the Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out a formal annual evaluation of its own performance, and that of its committees and individual directors based on the guideline formulated by the Nomination & Remuneration Committee.

Further the Independent Directors of the Company met once during the year on 28.05.2016 to review the performance of non-independent directors, performance of the Chairman and performance of the board as a whole.

Details of performance evaluation of Independent Directors as required under Schedule IV to the Companies Act, 2013 is provided in Report on Corporate Governance.

Directors' Report

25. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company.

DETAILS ON INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

The Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below.

The Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable. These are in accordance with generally accepted accounting principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Statutory Auditors.

The policies to ensure uniform accounting treatment are prescribed to the subsidiaries of the Company. The accounts of the subsidiary company is audited and certified by the Statutory Auditors for consolidation.

The Company operates in an ERP system, and has many of its accounting records stored in an electronic form and backed up periodically. The ERP system is configured to ensure that all transactions are integrated seamlessly with the underlying books of account. Your Company has automated processes to ensure accurate and timely updation of various master data in the underlying ERP system.

The Company in preparing its financial statements makes judgments and estimates based on sound policies and uses external agencies to verify/ validate them as and when appropriate. The basis of such judgments and estimates are also approved by the Statutory Auditors and Audit Committee.

The Management periodically reviews the financial performance of the Company against the approved plans across various parameters and takes necessary action, wherever necessary. The Books and records of the company are checked by the qualified external Internal auditors who render their report to the audit committee.

The Company has a code of conduct applicable to all its employees along with a Whistle Blower Policy which requires employees to update accounting information accurately and in a timely manner. Any non-compliance noticed is to be reported and actioned upon in line with the Whistle Blower Policy.

Your Company gets its Standalone accounts reviewed every quarter by its Statutory Auditors.

26. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the March 31, 2016 end of the profit of the company for the year ended on that date ;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors had devised proper system to ensure that systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

27. LISTING

The Company's equity shares continue to be listed on the Bombay Stock Exchange, Mumbai. The listing fee for the financial year 2015 – 2016 has been paid to BSE and the Annual Custodian fee has been paid to the NSDL and CDSL for the financial year 2015-16

Directors' Report

28. AUDITORS

28.1 STATUTORY AUDITORS'

M/s. Suri & Co (Firm Regn No:004283S.), Chartered Accountants, have been appointed as statutory auditors of the company at the 68th Annual General Meeting held on 11.09.2014 for a period of three years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

The Auditors' Report to the shareholders does not contain any qualification

28.2 SECRETARIAL AUDITORS'

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Krishna Sharan Mishra (FCS No.6447) representing KSM Associates, Company Secretaries, Chennai, to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as **Annexure - H**.

The Auditors' Report to the shareholders does not contain any qualification

28.3 INTERNAL AUDITORS'

M/S SLSM & CO, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

28.4 COST AUDITOR

Mr.V.Balasubramanian, Cost Accountant was appointed as Cost Auditor for auditing the cost accounts of your Company for the year ended 31st March, 2016 by the Board of Directors. The Cost Audit Report for the year 2014-15 has been filed under XBRL mode within the due date of filing.

29. EXTRACT OF ANNUAL RETURN

An extract of the Annual return in form- MGT- 9 as on March 31, 2016 is attached as **Annexure – I** to this report.

30. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement **(Refer note. No. 11)**

31. GENERAL

A. Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from its subsidiary.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

B. A copy of the Financial Statements including Consolidated Financial Statements, Directors Report, Auditors Report etc., is available at the Registered office of the Company for the inspection of the members of the company during the office hours up to the date of Annual General Meeting.

C. The Company has not furnished the statement of Changes in Equity as the required format has not yet been prescribed.

Your Directors further state, as per information furnished by POSH Committee, that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

32. ACKNOWLEDGEMENT

Your Directors wish to acknowledge the co-operation and assistance extended by Central Bank of India, Exim Bank, State Bank of India, Karur Vysya Bank Ltd and Indian Bank. Your Directors appreciate the continued co-operation extended by staff and workers of the company and look forward to the same cordial relationship in the coming years.

For and on behalf of the Board of Directors

P. MANIVANNAN
Whole Time Director

MANIKAM RAMASWAMI
Managing Director

Place: Chennai
Date: 26th May 2016

Annexure A to the Directors' Report

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

A. CONSERVATION OF ENERGY

1. Steps taken or Impact on Conservation of Energy :

- a) Company has reduced Blow room power consumption by developing a Kaizen to run waste evacuation system only if material flow is there. The units saved are 535 units per day and cost saved per year is Rs. 14.44 Lacs per annum.
- b) We have Installed centralized compact suction system to reduce compact power consumption in two ring frames which were running with multi fan system. The units saved are 275 units per day and cost saved is Rs.7.42 Lakhs per annum.
- c) We have initiated steps in the modification of compressor cooling water circuit. Units saved per day are 145 units and cost saved is Rs. 3.90 Lakhs per annum.
- d) By installing Dry Cooling Tower energy saved is 450 units per day and cost saved is Rs.12.15 Lakhs per annum.
- e) By arresting of Compressor air Leakage, energy saved per day is 350 units and cost saved is Rs. 9.45 Lakhs per annum.
- f) By suction optimization and chamber modification in link coner, energy saved is 143 units per day and Cost saved is Rs.3.86 Lakhs per annum

2. Steps taken by the company for utilizing alternate sources of energy :

During the year 2015-2016 the company utilized the power generated through wind mill 447.77 Lakh units and from solar power plant is 52.38 Lakh units.

3. Capital Investment on Energy Conservation Equipment:

Investment in Electrical Harmonic Filters - Rs.129.29 Lakhs

B. TECHNOLOGY ABSORPTION

1. Efforts made towards technology absorption :

- a) The company has acquired new technology to convert fabric waste into raw material. This will help us to recycle the wastes produced.

- b) The Company has converted 98% of its spinning into compact technology.
- c) The Company has increased its siro compacting capacity.
- d) The Company has acquired new technology for heat setting of lycra knitted fabrics.

The Company always pay attention to absorb the latest technologies.

2. Benefits derived like product improvement , cost reduction , product development etc. :

The company has developed new innovative products by using fabric reprocessed waste and mixing it with colored fibres in different ratios. This will help us for waste recycling. Company has also developed a product of siro compact yarn with recycled polyester. We have developed a product called E mélange by mixing cationic fibre with normal cotton.

3. Importing of any technology and their benefits :

The company has acquired latest generation Truetschler TD 08 Draw frame, Chinese H fang compact, State of art Schlafhorst AC 6 Autoconer, latest generation Toyota / Pickonol looms and heat setting machines for lycra knitting.

4. Expenditure incurred for R & D :

The company has developed many new products in the R & D lab which is accredited by Ministry of Science and Technology like E mélange, recycled fabric waste mixed yarns, colour nep yarns etc. Company has also developed OE Melange yarn, PC yarn, OE yarns made from fabric waste etc.

Revenue Expenditure incurred for R& D during the year is Rs. 65.09 Lakhs

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. In Lakhs)

| Particulars | 2015 - 2016 | 2014-2015 |
|-------------------------------|-------------|-----------|
| Total Foreign Exchange Earned | 991.75 | 1,163.85 |
| Total Foreign Exchange Used | 89.82 | 120.46 |

Annexure B to the Directors' Report

DETAILS PERTAINING TO EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT 2013

1. DETAILS PERTAINING TO REMUNERATION AND OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

| S. No | Name | Designation | Remuneration paid FY 2015-16 ₹. Lakhs | Remuneration paid FY 2014-15 ₹. Lakhs | % Increase of remuneration in 2016 as compared to 2015 previous year | Ratio/Times per Median of employee remuneration |
|-------|-----------------------|---------------------|--|--|--|---|
| 1 | Mr.Manikam Ramaswami | Managing Director | 128.53 | 58.35 | 120.27 | 248.18 |
| 2 | Mrs.Valli M Ramaswami | Whole Time director | 13.44 | 1.84* | - | 25.95 |
| 3 | Mr.P.Manivannan | Whole Time Director | 15.48 | 16.30 | (5.03) | 29.90 |
| 4 | Mr.R.Mohan | CFO(KMP) | 16.16 | 14.58 | 10.84 | 31.20 |
| 5 | Mr.M.Arumugam | CS(KMP) | 7.01 | 7.22 | (2.91) | 13.54 |

* Employed only part of the year

- No of permanent employees on the rolls as on 31st March 2016 is 2043.
- The board confirms that the remunerations paid to the directors is as per the remuneration policy.

2. STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH RULE 5(2) and RULE 5 (3) of COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Employed throughout the year and in receipt of remuneration in aggregate of not less than Rs. 60 Lakhs per annum

| Name | Designation | Nature of Duties | Age | Remuneration (Rs.) | Qualification | Date of appointment | Experience | Last employment |
|-------------------|-------------------|--------------------------------------|----------|--------------------|----------------|---------------------|------------|-----------------|
| Manikam Ramaswami | Managing Director | Management of affairs of the Company | 62 years | 1,28,53,774/- | B. Tech (Hons) | 01.06.1979 | 37 years | Nil |

Note :

- Remuneration includes Salary, allowances, value of perquisites and Company's contribution to provident and superannuation funds but excludes contribution to gratuity fund on the basis of actuarial valuation as separate figures are not available.
- The nature of employment is contractual.
- Mr. Manikam Ramaswami belongs to the promoter group and holds 1,09,315 shares in the Company which comprises of 2.27% of the total paid up share capital of the Company. Along with his wife and dependent child he holds 1,96,011 shares in the company which comprises of 4.07% of the total paid up share capital of the Company.

B. Employed for part of the year and in receipt of remuneration of more than Rs. 5 Lakhs per month

---- None ----

- C. If employed throughout the FY or part thereof, was is in receipt of remuneration in excess of that drawn by the Managing Director or WTD or Manager and holds himself or along with his spouse and dependent children, not less than 2% of equity shares of the Company.

---- None ----

Annexure C to the Directors' Report

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is about promoting Corporate fairness, transparency and accountability. The Company believes that, the Corporate Governance Code will protect the shareholders rights, minimise risk and enhance value in the investment process. The ultimate purpose thus is to create a self driven, self assessed and self regulated organization in a competitive business environment.

The following is a report on the status and progress on major aspects of Corporate Governance.

2. BOARD OF DIRECTORS

1) The composition of the Board of Directors as on 31st March, 2016 is as follows:

As on 31st March, 2016, the Company's Board consists of eight directors having considerable professional experience in their respective fields. Out of them five are Independent Directors, three are Executive directors of which one is Whole time

woman director.

The Composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirement) regulation, 2015, with Stock Exchanges and as per Companies Act, 2013 which is effective as on 31st March, 2016.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanship / Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of Private Limited Companies, section 25 companies, and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee.

The present directors' of Mr.Manikam Ramaswami –Managing Director and Mrs.Valli M Ramaswami are "Relative" of each other as defined in Section 2(77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of definition details),Rules 2014.Rules

| S. No | Name of the Director | Executive / Non-Executive / Independent | No. of directorships in other Companies* | Committee Membership in other Companies** |
|-------|--|---|--|---|
| 1 | Mr. Manikam Ramaswami Managing Director | Promoter & Executive | Nil | Nil |
| 2 | Mrs.Valli M Ramaswami | Promoter & Executive | Nil | Nil |
| 3 | Mr. K J M.Shetty | Independent & Non Executive | 1 | 1 |
| 4 | Mr. S. Venkataramani | Independent & Non Executive | 2 | 2 |
| 5 | Mr. R. Poornalingam | Independent & Non Executive | 1 | 1 |
| 6 | Mr. Shridhar Subrahmanyam | Independent & Non Executive | Nil | Nil |
| 7 | Mr. M. Madhavan Nambiar | Independent & Non Executive | 7 | Nil |
| 8 | Mr. P. Manivannan | Independent & Non Executive | Nil | Nil |

* Directorship in Private Limited Companies, Section 25 Companies and Foreign Companies are excluded.

** Only Audit Committee and Stakeholders' Relationship Committee alone considered.

The information on the Directors retiring by rotation and eligible for reappointment at the ensuing AGM is furnished in the AGM notice.

The details of Familiarization programme imparted to the Independent directors is disclosed in our website: <http://www.loyaltextiles.com/pdfs/loyal-familiarization-programme-details.pdf>

Annexure C to the Directors' Report

II) Board Meetings & AGM

During the year under review four Board meetings were held i.e. on 28th May 2015, 12th August 2015, 02nd November 2015 and 10th February 2016. The Company regularly furnishes all the relevant information, as recommended by the Securities and Exchange Board of India/Stock Exchange, to the Board.

The attendance of directors at these meetings and the remuneration paid to the Directors is as follows:

| Directors | No. of Board Meetings Attended | Whether attended last AGM |
|--------------------------|--------------------------------|---------------------------|
| Mr.Manikam Ramaswami | 04 | No |
| Mrs.Valli M Ramaswami | 03 | No |
| Mr.KJM.Shetty | 03 | No |
| Mr.S.Venkataramani | 04 | Yes |
| Mr.R.Poornalingam | 04 | No |
| Mr.Shridhar Subrhamanyam | 04 | No |
| Mr. Madhavan Nambiar | 01 | No |
| Mr.P.Manivannan | 04 | Yes |

III) Remuneration to Directors

No remuneration other than the sitting fees and other expenses (traveling, boarding and lodging incurred for attending the Board/ Committee Meetings) were paid to the non-executive Directors in 2015-2016.

a) Details of remuneration paid to the Managing Director and Directors during the year 2015-2016 is given below:

| NAME OF DIRECTOR | SALARY ₹ | PERKS ₹ | COMMISSION ₹ | PF & SUPER ANNUATION FUND ₹ | TOTAL ₹ |
|-----------------------|-------------|------------|-----------------|-----------------------------------|-------------|
| Mr. Manikam Ramaswami | 18,00,000 | 6,03,774 | 1,00,00,000 | 4,50,000 | 1,28,53,774 |
| Mrs.Valli M Ramaswami | 12,00,000 | NIL | NIL | 1,44,000 | 13,44,000 |
| Mr. P. Manivannan | 14,44,974 | NIL | NIL | 103680 | 15,48,654 |

b) Details of payments made to Non-Executive Directors during the year 2015-2016 is given below:

| Directors | Sitting Fess (in Rupees) | | Total No. of Shares held in the Company as on 31 st March 2016. |
|--------------------------|--------------------------|-------------------|--|
| | Board Meeting | Committee Meeting | |
| Mr.KJM.Shetty | 60,000 | 40,000 | 50* |
| Mr.S.Venkataramani | 80,000 | 50,000 | Nil |
| Mr. R. Poornalingam | 80,000 | Nil | Nil |
| Mr.Shridhar Subrahmanyam | 80,000 | 40,000 | Nil |
| Mr. Madhavan Nambiar | 20,000 | Nil | Nil |

* Shares held as second joint holder.

Annexure C to the Directors' Report

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All the Board members and Senior Management personnel have affirmed compliance with the code of conduct.

The Code of Conduct is available on the website of the company.

3. BOARD COMMITTEES

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has Four committees i.e Audit Committee, Nomination and Remuneration Committee, Corporate social Responsibility Committee, and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

(i) AUDIT COMMITTEE

The Audit Committee consists of three non-executive directors with Mr. KJM.Shetty (as Chairman), Mr. S. Venkataramani and Mr. Shridhar Subrahmanyam as members.

During the year the Committee met four times i.e. on 28th May 2015, 12th August 2015, 02nd November 2015 and 10th February 2016.

The terms of reference of the Audit Committee are in tandem with those laid down by stock exchange regulations and inter-alia includes the following:

- Overseeing the Company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information
- Recommending appointment and removal of external / internal auditors and fixing their fees

- Reviewing with management the annual financial statements with special emphasis on accounting policies and practices, compliance with accounting standards and other legal requirements concerning financial statements; and
- Reviewing the adequacy of the Audit and compliance function, including their policies, procedures, techniques and other regulatory requirements.

The details of attendance of members of the Audit Committee are as follows:

| Name of the Member | No. of meetings attended |
|---------------------------|--------------------------|
| Mr. KJM.Shetty | 03 |
| Mr. S. Venkataramani | 04 |
| Mr. Shridhar Subrahmanyam | 04 |

The Statutory Auditor, Senior Vice President - Operations, Chief financial Officer, Company Secretary and other concerned executives of the Company attended the Meetings.

(ii) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

The Committee formulates and recommends to the Board, a CSR Policy and recommend the amount of expenditure to be incurred on CSR activities. Committees framed a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company and also monitor CSR policy from time to time.

The CSR Committee of the Company consists of 2 Non-Executive independent Directors and 1 Whole Time Director.

During the year the Committee had 2 meeting i.e. on 28th May 2015 and 10th February 2016.

| Name of the Member | Position | No. of Meetings Attended |
|---------------------|----------|--------------------------|
| Mr.KJM.Shetty | Chairman | 2 |
| Mr.Madhavan Nambiar | Member | 1 |
| Mr.P.Manivannan | Member | 2 |

Annexure C to the Directors' Report

(iii) NOMINATION AND REMUNERATION COMMITTEE

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

The Nomination and Remuneration Committee of the Company consists of 3 Non-Executive and Independent Directors including Chairman.

During the year the Committee had no meeting.

| Name of the Member | Position | No. of Meetings Attended |
|---------------------|----------|--------------------------|
| Mr.KJM.Shetty | Chairman | 0 |
| Mr.S.Venkataramani | Member | 0 |
| Mr. R. Poornalingam | Member | 0 |

The criteria for performance evaluation, in brief, are as follows:

- Devoting sufficient time and attention to his professional obligations for informed and balanced decision making.
- Helping in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Bringing an objective view in the evaluation of the performance of Board and Management.
- Updating and refreshing the skills, knowledge and familiarity with the Company.
- Striving to attend every meeting of the Board and of the Board committees.
- Paying sufficient attention and ensuring that adequate deliberations are held before approving related party transactions and assuring that the same are in the interest of the Company.

(iv) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee (a) approves and monitors share transfers and transmissions, splitting and consolidation of shares and issue of duplicate share certificates and share certificates in case of rematerialisation of shares. All these requests are approved by the Committee once in a fortnight by way of circular resolutions. (b) looking into redressal of shareholders/investors complaints viz. transfer of shares, non-receipt of declared dividends etc. and deciding on any other matter as may be required in connection with the shareholders/investors' servicing or redressal of their grievance and (c) carries out functions envisaged under the Code of Conduct for prevention of Insider Trading adopted in terms of Regulation 12 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Committee consists of 3 Directors, out of which 2 are Non-Executive Directors namely, Mr. K J M. Shetty and Mr. S. Venkataramani and 1 executive director namely Mr. P. Manivannan.

Compliance Officer Name and Designation : M.Arumugam ,
Company Secretary

The Committee met once during the year on 28th May 2015

| Name of the Member | Position | No. of Meetings Attended |
|--------------------|----------|--------------------------|
| Mr.KJM.Shetty | Chairman | 1 |
| Mr.S.Venkataramani | Member | 1 |
| Mr.P.Manivannan | Member | 1 |

19 shareholder complaints in the nature of non-receipt of dividend warrants, non-receipt of share certificates after transfer, non-receipt of Annual Report etc., were received during 2015-2016

To monitor investor servicing on a continuous basis the Committee has directed the Company Secretary to forward to the Committee members a report on investors servicing on a periodical basis. All the complaints received from the shareholders during the year under review were resolved to the satisfaction of the shareholders.

No. of Pending Complaints as on 31.03.2016 : NIL

The Company has designated an exclusive E-Mail ID for the purpose of registering complaints by investors and necessary follow up action by the Company/compliance officer in compliance with Regulation 13 read with regulation

Annexure C to the Directors' Report

46(2) of SEBI (Listing obligation and disclosure requirements) regulations, 2015. The e-mail ID is: investors@loyaltextiles.com

(V) INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on May 28, 2015, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the chairperson of the company, taking into account the views of executive directors and non-executive
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

5. RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under Regulation 23 of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. <http://www.loyaltextiles.com/pdfs/related-party-transaction-policy.pdf>

6. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report forms part of the Directors Report.

7 DISCLOSURES

- a) There were no materially significant related party transactions made by the Company with its Promoters, Directors or Management, or relatives etc., during the year that may have potential conflict with the interests of the Company. The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval.

Transactions with related parties are disclosed in Note No.47 to the Accounts in this annual report.

- b) The Company has complied with the statutory provisions, rules and regulations relating to the capital markets during the last three years and Stock Exchanges or SEBI or any statutory authority has not imposed any penalty or stricture on the Company.

Annexure C to the Directors' Report

8 GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

Day : Wednesday
Date : 14th September 2016
Time : 10.45 a.m.
Venue : 21/4, Mill Street, Kovilpatti: 628 501

Last three Annual General Meetings:

| Date & Time | Location | Special Resolution passed |
|---|---|--|
| 23 rd September 2013, 10.00A.M. | 21/4, Mill Street, Kovilpatti – 628501 Tamil Nadu | 1. Alteration of Articles of Association to correct a typographical error, which has kept crept in the Articles of Association regarding the word(s) “Ninety” instead of “Ninety Lakhs”. 2. Appointment of Mr. Manikam Ramaswami as a Chairman and Managing Director and payment of remuneration. |
| 11 th September 2014, 10.00 A.M | | 1. To increase the power of Board to Borrow funds upto limit of 1000 crores |
| 24 th September,2015 11.00 A.M | | 1. Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013. |

- One Special Resolution was passed last year through postal Ballot.
- This year there is no business to be transacted through postal ballot.

b) Financial Calendar (*tentative calendar of events and subject to change*) for the year 2016-2017

Financial reporting for the quarter ending 30th June 2016 : End of July 2016
Financial reporting for the quarter ending 30th September 2016 : End of October 2016
Financial reporting for the quarter Ending 31st December 2016 : End of January 2017
Financial reporting for the quarter Ending 31st March 2017 : With in 60 days from the end of March 2017
Annual General Meeting for the year ending 31st March, 2017 : Last week of August 2017.

c) Book Closure period: 07th September , 2016 to 14th September, 2016. (As stipulated in the Listing agreement)

d) Share Capital: The Share capital of the Company comprises of 48,16,446 equity shares of Rs.10/- each.

e) Dividend:

Your Directors recommend a Dividend of Rs.10.00 (100%) per equity share of Rs.10/- each for the financial year ended 31st March 2016. Dividend declared at the AGM will be paid on or before 14th October 2016.

Annexure C to the Directors' Report

f) Listing on Stock Exchange and stock code:

The Company's Equity shares are listed on the Stock Exchange, Mumbai. The address of the Stock exchange and the stock code is given below:

| Stock Exchange | Stock code |
|---|------------|
| Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 | 514036 |

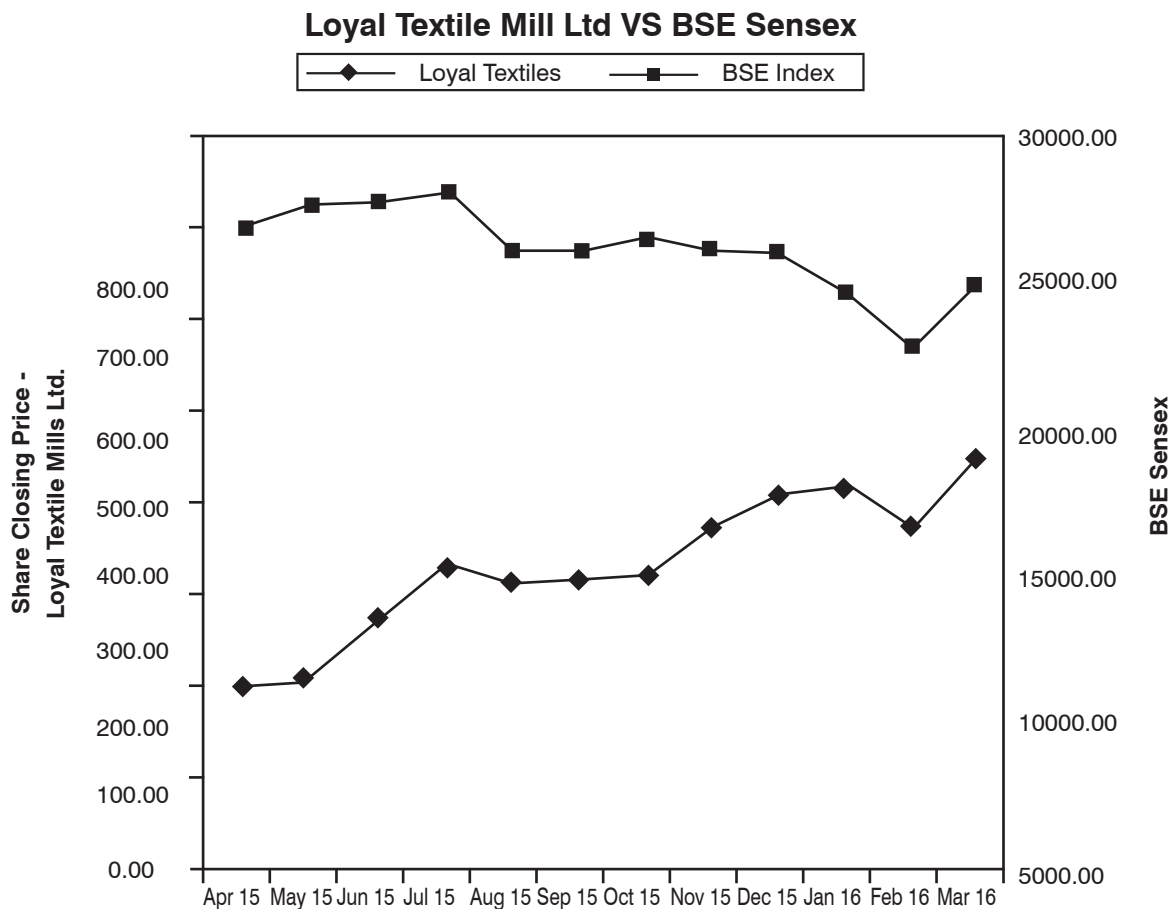
The Annual Listing fee for the year 2015 – 16 has been paid by the Company to the Bombay Stock Exchange Limited.

The Annual Custodian Fee for the year 2015-2016 will be paid on receipt of bill from NSDL and CDSL, for which request has been already made.

g) Market price data:

| MONTH | COMPANY'S SHARE PRICE | | | BSE SENSEX | | |
|--------|-----------------------|--------|--------|------------|----------|----------|
| | HIGH | LOW | CLOSE | HIGH | LOW | CLOSE |
| Apr-15 | 269.70 | 242.00 | 255.00 | 29094.61 | 26897.54 | 27011.31 |
| May-15 | 268.90 | 242.90 | 256.20 | 28071.16 | 26423.99 | 27828.44 |
| Jun-15 | 376.50 | 250.10 | 350.50 | 27968.75 | 26307.07 | 27780.83 |
| Jul-15 | 507.00 | 357.00 | 421.10 | 28578.33 | 27416.39 | 28114.56 |
| Aug-15 | 489.00 | 375.40 | 397.50 | 28417.59 | 25298.42 | 26283.09 |
| Sep-15 | 420.00 | 318.00 | 400.60 | 26471.82 | 24833.54 | 26154.83 |
| Oct-15 | 425.00 | 378.40 | 403.40 | 27618.14 | 26168.71 | 26656.83 |
| Nov-15 | 474.90 | 390.00 | 470.00 | 26824.30 | 25451.42 | 26145.67 |
| Dec-15 | 516.50 | 422.00 | 516.50 | 26256.42 | 24867.73 | 26117.54 |
| Jan-16 | 650.00 | 465.50 | 529.00 | 26197.27 | 23839.76 | 24870.69 |
| Feb-16 | 575.00 | 455.00 | 474.75 | 25002.32 | 22494.61 | 23002.00 |
| Mar-16 | 599.00 | 470.10 | 567.00 | 25479.62 | 23133.18 | 25341.86 |

Chart comparing the Company's closing share price movement with that of BSE SENSEX



Annexure C to the Directors' Report

h) Share Transfer System:

M/s GNSA Infotech Ltd, Chennai are the Share Transfer Agent of the Company. The share transfer process is reviewed by the Stakeholder's Grievance Committee. The share transfer requests in physical form and other shares related issues are processed and dispatched to the respective lodgers within the statutory period, provided the documents are complete in all respects. To ensure better investor servicing, share transfers/transmissions are processed every fortnight. Mr. M.Arumugam, Company Secretary, who is the Compliance Officer of the Company. The total number of shares transferred / transmitted during the year was:

| | No. of Documents | No. of Shares |
|--|------------------|---------------|
| No. of Transfers | 11 | 22078 |
| No. of Transmissions | 11 | 6310 |
| No. of Duplicate Share Certificates issued | 22 | 28388 |

i) Dematerialization of shares:

The Company has entered in to an agreement with both NSDL & CDSL to have electronic depository facilities for the shares of the Company. As on 31st March 2016, 40,53,928 shares were in dematerialised form representing 84.168% of the total shares. The Demat ISIN code number of our share is INE970D01010..

j) Shareholding Pattern (As on 31st March 2016)

| S. No. | Category | No. of Shares | % to total capital |
|--------|---------------------|---------------|--------------------|
| 1 | Promoter Group | 3539845 | 73.49% |
| 2 | Nationalized Banks | 5200 | 0.11% |
| 3 | Insurance Companies | Nil | Nil |
| 4 | Non Residents | 25751 | 0.53% |
| 5 | Others | 1245650 | 25.86% |
| | Total | 4816446 | 100.00% |

k) Distribution of shareholding of the Company as on 31st March 2016

| UNIT: LOYAL TEXTILE MILLS LIMITED - 31-03-2015 | | | | |
|--|----------------------|--------------------|----------------|---------------|
| Range | No. of share holders | % of share holders | No. of shares | % of holding |
| Upto – 500 | 1882 | 84.17 | 243570 | 5.06 |
| 501 – 1000 | 164 | 7.33 | 127734 | 2.65 |
| 1001 – 2000 | 85 | 3.80 | 133370 | 2.77 |
| 2001 – 3000 | 27 | 1.21 | 67588 | 1.40 |
| 3001 – 4000 | 18 | 0.81 | 65359 | 1.36 |
| 4001 – 5000 | 6 | 0.27 | 28818 | 0.60 |
| 5001 – 10000 | 16 | 0.72 | 112236 | 2.33 |
| 10001 & above | 38 | 1.70 | 4037771 | 8.83 |
| TOTAL | 2236 | 100.00 | 4816446 | 100.00 |

l) The Company has not issued any GDRs/ ADRs/ Warrants or any convertible Instruments during the year under review.

m) Plant locations:

Spinning, Knitting, Weaving, Ginning & Garments:

- 21/4, Mill Street, Kovilpatti – 628 501
- N Venkateswarapuram, N Subbiahpuram, Sattur Taluk - 626 205
- Menakur Village, Naidupet Mandal, Nellore District, Andhra Pradesh – 524 221
- Arasanur, Thirumancholai Post, Sivagangai Taluk – 630 561
- Annarugudan Village, Tallada Mandal, Khammam District, Telangana

Processing:

- C7 – 1, Sipcot Industrial Complex, Kudikadu, Cuddalore – 607 005

n) Means of Communication:

The quarterly financial results, as taken on record by the Board of Directors, are communicated to the Stock Exchange where the shares of the Company are listed. These results are also published in English dailies like the Business Line & Vernacular dailies like the Tamil Murasu and also on Bombay Stock Exchange's website <http://www.bseindia.com/>.

The annual reports are sent to all the shareholders. The shareholding pattern is also available on the <http://www.bseindia.com/>.

Annexure C to the Directors' Report

o) Address for communication:

a.Compliance Officer

Mr. M.Arumugam
Company Secretary
Loyal Textile Mills Ltd.
21/4, Mill Street, Kovilpatti – 628501
Tamil Nadu
Phone : (04632) 2220001
Email : investors@loyaltextiles.com

(or)

b.Registrar and Share Transfer Agent

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
Contact person: Mr. Krishna Kumar, Director

INSIDER TRADING POLICY

As per the SEBI Guidelines on Insider Trading, all listed companies were required to setup an appropriate mechanism for regulating transactions in the shares of the Company by insiders. Your company has framed a Code of Conduct for Prevention of Insider Trading for Promoters, Directors, Designated Employees & their dependant family members. Mr. M.Arumugam, Company Secretary has been appointed as the Compliance Officer for monitoring insider trading.

DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

The company has entered with related party transaction in accordance with related party transaction policy.

Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges/ Securities and Exchange Board of India/ statutory authorities on all matters relating to capital markets from the date of the listing. No penalty or strictures were imposed on the Company by these authorities.

Compliance with Mandatory & Non-Mandatory Requirements

The Company has complied with all the mandatory and major non mandatory requirements of the SEBI Listing Regulations relating to Corporate Governance.

Information pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements):

The necessary information are provided in the notice, calling the Annual General meeting

CEO / CFO Certification:

As required by Regulation 26 of the Listing Agreement, the CEO / CFO Certification is provided in the Annual Report.

EXTENT OF COMPLIANCE WITH NON MANDATORY REQUIREMENTS:

Circulation of Quarterly / Half-yearly results:

The quarterly / half yearly results are sent to shareholders who request for the same.

Audit qualifications

The auditors' have not made any qualifications on the financial statements of the Company.

Postal Ballot:

During the year no resolutions were passed by postal ballot.

Training of Board Members and their evaluation

Majority of the Board members have been associated with the Company for a number of years and are well aware of the business model of the company as well as the risk profile of the business parameters of the company, their responsibilities as directors, and the best ways to discharge them.

Whistle Blower Policy

The company has put in place a mechanism of reporting illegal or unethical behaviour. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons.

The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

For and on behalf of the Board of Directors

P. MANIVANNAN
Whole Time Director

MANIKAM RAMASWAMI
Managing Director

Place: Chennai
Date: 26th May 2016

Annexure C to the Directors' Report

CODE OF CONDUCT

To
The Members of Loyal Textile Mills Limited

Sub: Declaration by the CEO under Regulation 26 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

I, Manikam Ramaswami, Chairman & Managing Director of Loyal Textile Mills Limited, to the best of my knowledge and belief, declare that all the members of the Board and Senior Management Personnel have affirmed compliance with the code of conduct of the Company for the year ended 31st March 2016.

Place: CHENNAI
Date: 26th May 2016

MANIKAM RAMASWAMI
Managing Director

Annexure D to the Directors' Report

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER REGULATION 34 READ WITH SCHEDULE V OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION , 2015.

TO

The Members of M/s. LOYAL TEXTILE MILLS LTD., KOVILPATTI

We have examined the compliance of conditions of corporate governance by M/s.LOYAL TEXTILE MILLS LTD., KOVILPATTI for the year ended on 31st March 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges for the period 1st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December 2015 to 31st March 2016.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the condition of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

FOR SURI & CO.,
CHARTERED ACCOUNTANTS
Firm Reg. No: 004283S

R. KRISHNAMOORTHY
PARTNER
Membership Number 20695

PLACE: CHENNAI
DATE: 26-05-2016

Annexure E to the Directors' Report

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD UNDER REGULATION 17 READ WITH SCHEDULE II OF PART A OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT),REGULATION,2015.

We Manikam Ramaswami, Managing Director and R.Mohan, Chief Financial Officer of Loyal Textile Mills Limited, certify that:

1. We have reviewed the financial statements for the year end that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept overall responsibility for establishing and maintaining internal financial controls for financial reporting and we have evaluated the effectiveness of internal control system for financial reporting, and we have disclosed to the auditors and the audit committee , deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and to the Audit Committee:
 - a) that there are no significant changes in internal control over financial reporting during the year;
 - b) that there are no significant changes in accounting policies during the year;
 - c) that there are no instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the Company's internal control system over financial reporting.

Date : 26.05.2016
Chennai

Manikam Ramaswami
Managing Director

R. Mohan
Chief Financial Officer

Annexure F to the Directors' Report

ANNUAL REPORT ON CORPORATE GOVERNANCE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES

Brief outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Company's CSR policy has been uploaded in the website of the Company under the web-link:<http://www.loyaltextiles.com> under investor info/ policy documents/ CSR Policy link.

Composition of the CSR Committee

| NAME | STATUS | CATEGORY |
|-----------------------|----------|----------------------|
| Shri. K.J.M.Shetty | Chairman | Independent Director |
| Shri.Madhavan Nambiar | Member | Independent Director |
| Shri.P.Manivannan | Member | Whole Time Director |

The Committee met once during the year.

Average net profit of the Company for the last three financial years

Average net profit: ` 19.15 Crores.

Prescribed CSR expenditure (2% of the average net profit of the last three financial years)

2 % of the Average Net Profit – 38.30 Lakhs

The Company during the financial year 2015-16 is required to spend Rs.38.30 Lakhs towards CSR. However the Company has contributed Rs. 50.00 lakhs to a Trust to spend towards CSR activities.

Details of CSR spent / Contributed during the financial year:

- Total amount to be spent/ contributed for the financial year 2014-2015 IS Rs.70.00 Lakhs and for the Financial Year 2015-2016 is Rs. 50.00 Lakhs
- Amount unspent, if any: Nil
- The Reason for Non Spending of the amount: Not applicable

Annexure F to the Directors' Report

Manner in which amount spent during the financial year is detailed below:

₹ In Lakhs

| Sl. No. | CSR project or activity identified | Sector in which the project is covered | Locations (Unit) | Amount Outlay (Budget)- Project wise/ Program wise | Amount Spent on the project or programs | Cumulative Expenditure upto reporting period | Amount spent: Direct or through implementing agency |
|---------|---|---|---|--|---|--|---|
| 1. | Educational Expenses – Purchase of Books and Stationery to Thekur School | Promoting education, including special education and vocation skills. | Thekur, (Above location is in Tamilnadu) | 70.00 | 7.12 | 7.12 | Implementing agency |
| 2. | Educational Expenses incurred for Thiagarajar Perceptor college | Promoting education, including special education and vocation skills. | Madurai, (Above location is in Tamilnadu) | | 61.18 | 61.18 | Implementing agency |
| 3. | Educational Expenses incurred for Thiagarajar Nursery and Primary college | Promoting education, including special education and vocation skills. | Madurai, (Above location is in Tamilnadu) | | 1.70 | 1.70 | Implementing agency |
| | Total | | | 70.00 | 70.00 | 70.00 | 70.00 |

Responsibility Statement by the Corporate Social Responsibility Committee:

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

Date : 26.05.2016
Chennai

Manikam Ramaswami
Managing Director

KJM Shetty
Director

Annexure G to the Directors' Report

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

| Sl. No | Particulars | Details |
|--------|---|---------|
| a) | Name(s) of the related party and nature of relationship | Nil |
| b) | Nature of contracts / arrangements / transactions | Nil |
| c) | Duration of the contracts / arrangements / transactions | Nil |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | Nil |
| e) | Justification for entering into such contracts or arrangements or transactions | Nil |
| f) | Date(s) of approval by the Board | Nil |
| g) | Amount paid as advances, if any | Nil |
| h) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | Nil |

2. Details of material contracts or arrangement or transactions at arm's length basis:

| Sl. No | Particulars | Details | |
|--------|--|--|--|
| a) | Name(s) of the related party and nature of relationship | Gruppo P&P Loyal Spa, Italy | Loyal IRV Textile, LDA, Portugal |
| b) | Nature of contracts / arrangements / transactions | Joint Venture Company | Joint Venture Company |
| c) | Duration of the contracts / arrangements / transactions | Ongoing basis | Ongoing basis |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any | Sale of Garments and Purchase of raw materials | Sale of Garments and Purchase of raw materials |
| e) | Date(s) of approval by the Board, if any | Appropriate approval has been taken for every quarter from Audit Committee | Appropriate approval has been taken for every quarter from Audit Committee |
| f) | Amount paid as advances, if any | Nil | Nil |

Date : 26.05.2016
Chennai

Manikam Ramaswami
Managing Director

P. Manivannan
Whole Time Director

Annexure H to the Directors' Report

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Loyal Textile Mills Limited
21/4, Mill Street, Kovilpatti : 628 501
Tamil Nadu

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Loyal Textile Mills Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May 2015) and Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (with effect from 15th May 2015);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not applicable for the year under review
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (with effect from 28th October 2014); Not applicable for the year under review
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable for the year under review
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not applicable for the year under review
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable for the year under review and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable for the year under review

Annexure H to the Directors' Report

(vi) Following other laws applicable specifically to the company:

- a) Air (Prevention & Control of Pollution) Act, 1981 & Air (Prevention & Control of Pollution) Rules, 1982
- b) Water (Prevention and Control of Pollution) Act, 1974 & Water (Prevention and Control of Pollution) Rules, 1974.
- c) The Environment (Protection) Act, 1986, The Environment (Protection) Rules, 1986, The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- d) The Factories Act, 1948
- e) The Employees State Insurance Act, 1948
- f) The Industrial Employment (Standing Orders) Act, 1946
- g) Industrial Disputes Act, 1947
- h) Minimum Wages Act, 1948
- i) Payment of Wages Act, 1936
- j) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
- k) Payment of Bonus Act, 1965
- l) Payment of Gratuity Act, 1972
- m) The Contract Labour (Regulation and Abolition) Act, 1970
- n) The Maternity Benefit Act, 1961
- o) Tamil Nadu Shops and Establishment Act, 1947
- p) The Child Labour (Prohibition and Regulation) Act, 1986
- q) The Employees Compensation Act, 1923
- r) The Equal Remuneration Act, 1976

(i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (made mandatory with effect from 1st July 2015)

(ii) The Listing Agreements entered into by the Company with BSE Limited and the Uniform Listing Agreement entered with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors for the year under review. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent, at least seven days before the meeting and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, wherever there is any, are captured and recorded as part of the minutes. There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. During the audit period there were no events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This Report is to be read along with Annexure A of even date which forms integral part of this Report.

For KSM Associates, Company Secretaries

Place: Chennai
Date: 28th May 2016

Krishna Sharan Mishra
Practicing Company Secretary
FCS 6447; CP 7039

Annexure H to the Directors' Report

ANNEXURE – A

To,
The Members,
Loyal Textile Mills Limited
21/4, Mill Street,
Kovilpatti : 628 50. Tamil Nadu

Our secretarial audit report of even date is to be read along with this letter.

- a. Maintenance of secretarial and other records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the relevant records based on our audit.
- b. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the relevant records and compliances. The verification was done on test basis to verify that correct facts are reflected in secretarial and other relevant records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- c. We have not verified the correctness and appropriateness of financial and tax records and books of accounts of the Company.
- d. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of the procedures on test/sample basis.
- f. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For KSM Associates, Company Secretaries

Place: Chennai
Date: 26th May 2016

Krishna Sharan Mishra
Practicing Company Secretary
FCS 6447; CP 7039

Annexure I to the Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on financial year ended on 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1. CIN : L17111TN1946PLC001361
2. Registration Date : 09/04/1946
3. Name of the Company : Loyal Textile Mills Limited
4. "Category/Sub-category of the Company" : Public Company / Listed by Shares
5. "Address of the Registered office & contact details" : 21/4, Mill Street, Kovilpatti -628501.Tamilnadu.
Ph :04632-220001
Email:investors@loyaltextiles.com
6. Whether listed company : Yes
7. Name , Address & contact details of the Registrar & Transfer Agent, if any. : M/S.GNSA Infotech Limited,
STA Department, Nelson Chambers,
4th floor, F Block, No.115, Nelson Manikam Road,
Aminjikarai, Chennai – 600029
Phone: 044-42962025.
E-mail: sta@gnsaindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

| Sl. No. | Name and Description of main Products / Services | NIC Code of the Product / Service | % to total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1. | YARN | 5403 | 25.28 |
| 2. | CLOTH & HOSIERY CLOTH | 5911 | 65.26 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

[No. of Companies for which information is being filled] –

| Sl. No. | Name and Address of the Company | CIN / GLN | Holding / Subsidiary / Associate | % of shares held | Applicable Section |
|---------|--|-----------------------|----------------------------------|------------------|--------------------|
| 1. | "M/s. Loyal International Sourcing Private Limited Address: New No. 83 First Main Road, R.A.Puram, Chennai - 600028" | U51909TN2014PTC097852 | Subsidiary Company | 100% | 2 (87) |

Annexure I to the Directors' Report

IV. SHARE HOLDING PATTERN(Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % change during the year | |
|---|---|---------------|----------------|-------------------|---|--------------|----------------|-------------------|--------------------------|-------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | Total Shares | % of Total Shares |
| A. Promoters | | | | | | | | | | |
| (1) Indian | 195461 | 556 | 196017 | 4.07 | 195461 | 556 | 196017 | 4.07 | - | - |
| a) Individual/HUF | | | | | | | | | | |
| b) Central Govt. or State Govt. | | | | | | | | | | |
| c) Bodies Corporates | 2966613 | 377215 | 3343828 | 69.43 | 3318283 | 25545 | 3343828 | 69.43 | - | - |
| d) Bank/FI | | | | | | | | | | |
| e) Any other | | | | | | | | | | |
| SUB TOTAL:(A) (1) | 3162074 | 377771 | 3539845 | 73.49 | 3513744 | 26101 | 3539845 | 73.49 | - | - |
| | | | | | | | | | | |
| (2) Foreign | | | | | | | | | | |
| a) NRI- Individuals | | | | | | | | | | |
| b) Other Individuals | | | | | | | | | | |
| c) Bodies Corp. | | | | | | | | | | |
| d) Banks/FI | | | | | | | | | | |
| e) Any other... | | | | | | | | | | |
| SUB TOTAL (A) (2) | - | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | | |
| Total Shareholding of Promoter (A) = (A)(1) + (A)(2) | 3162074 | 377771 | 3539845 | 73.49 | 3513744 | 26101 | 3539845 | 73.49 | - | - |
| | | | | | | | | | | |
| B. PUBLIC SHAREHOLDING | | | | | | | | | | |
| (1) Institutions | | | | | | | | | | |
| a) Mutual Funds | 103 | 1200 | 1303 | 0.03 | - | - | - | - | -1303 | -0.03 |
| b) Banks/FI | - | - | - | - | 4000 | 1200 | 5200 | 0.11 | 5200 | 0.11 |
| c) Central govt | | | | | | | | | | |
| d) State Govt. | | | | | | | | | | |
| e) Venture Capital Fund | | | | | | | | | | |
| f) Insurance Companies | | | | | | | | | | |
| g) FIIS | | | | | | | | | | |
| h) Foreign Venture Capital Funds | | | | | | | | | | |
| i) Others (Foreign Nationals) | - | - | - | - | 3105 | - | 3105 | 0.06 | 3105 | 0.06 |
| SUB TOTAL (B)(1): | 103 | 1200 | 1303 | 0.03 | 7105 | 1200 | 8305 | 0.17 | 7002 | 0.15 |
| | | | | | | | | | | |

Annexure I to the Directors' Report

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % change during the year | |
|---|---|---------------|----------------|-------------------|---|---------------|----------------|-------------------|--------------------------|-------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | Total Shares | % of Total Shares |
| (2) Non Institutions | | | | | | | | | | |
| a) Bodies corporates | 100894 | 18481 | 119375 | 2.48 | 154301 | 18481 | 172782 | 3.59 | 53407 | 1.11 |
| i) Indian | | | | | | | | | | |
| ii) Overseas | 5245 | 25010 | 30255 | 0.63 | 741 | 21905 | 22646 | 0.47 | -7609 | -0.16 |
| b) Individuals | | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakhs | 401090 | 320056 | 721146 | 14.97 | 429818 | 307678 | 737496 | 15.31 | 16350 | 0.34 |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs | 384522 | 20000 | 404522 | 8.40 | 335372 | - | 335372 | 6.96 | -69150 | -1.44 |
| c) Others (specify) | | | | | | | | | | |
| SUB TOTAL (B)(2): | 891751 | 383547 | 1275298 | 26.48 | 920232 | 348064 | 1268296 | 26.33 | -7002 | -0.15 |
| | | | | | | | | | | |
| Total Public Shareholding (B) = (B)(1) + (B)(2) | 891854 | 384747 | 1276601 | 26.51 | 927337 | 349264 | 1276601 | 26.51 | - | - |
| | | | | | | | | | | |
| C. Shares held by Custodian for GDRs & ADRs | | | | | | | | | | |
| | | | | | | | | | | |
| Grand Total (A+B+C) | 4053928 | 762518 | 4816446 | 100.00 | 4441081 | 375365 | 4816446 | 100.00 | - | - |

B. Share holding of Promoters:.

| Sl. No. | Shareholder's Name | Share holding at the beginning of the Year | | | Share holding at the end of the Year | | | % of change in share holding during the year |
|---------|--|--|----------------------------------|--|--------------------------------------|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to Total Shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to Total Shares | |
| 1 | MANIKAM RAMASWAMI . | 109315 | 2.27 | - | 109315 | 2.27 | - | - |
| 2 | VALLI M RAMASWAMI . | 86148 | 1.79 | - | 86148 | 1.79 | - | - |
| 3 | VISHALA RAMASWAMI | 550 | 0.01 | - | 550 | 0.01 | - | - |
| 4 | RAMAKRISHNAN M | 2 | 0.00 | - | 2 | 0.00 | - | - |
| 5 | MANIVANNAN P | 2 | 0.00 | - | 2 | 0.00 | - | - |
| 6 | MADURAI TARA TRADERS PRIVATE LIMITED | 776887 | 16.13 | - | 776887 | 16.13 | - | - |
| 7 | FELSPAR CREDIT AND INVESTMENTS PRIVATE LIMITED | 661126 | 13.73 | - | 661126 | 13.73 | - | - |
| 8 | DHANALAKSHMI INVESTMENTS PRIVATE LIMITED | 629343 | 13.07 | - | 629343 | 13.07 | - | - |

Annexure I to the Directors' Report

| Sl. No. | Shareholder's Name | Share holding at the beginning of the Year | | | Share holding at the end of the Year | | | % of change in share holding during the year |
|---------|---|--|----------------------------------|--|--------------------------------------|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to Total Shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to Total Shares | |
| 9 | KURUNJI INVESTMENTS PRIVATE LIMITED | 346887 | 7.20 | - | 346887 | 7.20 | - | - |
| 10 | CHINTAMANI INVESTMENTS PRIVATE LIMITED | 280270 | 5.82 | - | 280270 | 5.82 | - | - |
| 11 | NEMESIS COTTON TRADING COMPANY PRIVATE LIMITED | 136086 | 2.83 | - | 136086 | 2.83 | - | - |
| 12 | RHEA COTTON TRADERS P LTD | 116660 | 2.42 | - | 116660 | 2.42 | - | - |
| 13 | NIKE COTTON TRADERS PRIVATE LIMITED | 115000 | 2.39 | - | 115000 | 2.39 | - | - |
| 14 | HELLEN COTTON TRADING COMPANY PRIVATE LTD | 71950 | 1.49 | - | 71950 | 1.49 | - | - |
| 15 | VALLI AGRI INDUSTRIES P. LIMITED | 55620 | 1.15 | - | 55620 | 1.15 | - | - |
| 16 | VALLI YARN PROCESSORS PRIVATE LIMITED | 53496 | 1.11 | - | 53496 | 1.11 | - | - |
| 17 | VISHALA APPARELS PVT LIMITED | 30625 | 0.64 | - | 30625 | 0.64 | - | - |
| 18 | VISHALA KNITWEAR PRIVATE LIMITED | 29375 | 0.61 | - | 29375 | 0.61 | - | - |
| 19 | SHRI MANIKAVASAGAM TRADES AND FINANCE PRIVATE LIMITED | 22501 | 0.47 | - | 22501 | 0.47 | - | - |
| 20 | EMMAR TRADES AND FINANCE PRIVATE & LIMITED | 18002 | 0.37 | - | 18002 | 0.37 | - | - |
| | Total | 3539845 | 73.49 | - | 3539845 | 73.49 | - | - |

C. Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No. | | Shareholding at the beginning of the Year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 1 | At the beginning of the year | 3539845 | 73.49 | 3539845 | 73.49 |
| 2 | Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | NO CHANGE | NO CHANGE | NO CHANGE | NO CHANGE |
| 3 | At the End of the Year | 3539845 | 73.49 | 3539845 | 73.49 |

Annexure I to the Directors' Report

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl No | For each of the top 10 shareholders name, date & reason of change | Shareholding at the end of the year | | Cumulative shareholding during the year | |
|-------|--|--|--|--|--|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | MUSES COTTON TRADING COMPANY P LTD | 90484 | 1.88 | 90484 | 1.88 |
| | At the end of the year (31.03.2016) | | | 90484 | 1.88 |
| 2 | MAYUR MANGALDAS KOTHARI | 41971 | 0.87 | 41971 | 0.87 |
| | At the end of the year (31.03.2016) | | | 41971 | 0.87 |
| 3 | MAYUR MANGALDAS KOTHARI | 63770 | 1.32 | 63770 | 1.32 |
| SELL | 12.06.2015 - Market Selling | 1229 | 0.02 | 62541 | 1.30 |
| SELL | 19.06.2015 - Market Selling | 1400 | 0.03 | 61141 | 1.27 |
| SELL | 26.06.2015 - Market Selling | 2440 | 0.05 | 58701 | 1.22 |
| SELL | 10.07.2015 - Market Selling | 3438 | 0.07 | 55263 | 1.15 |
| SELL | 17.07.2015 - Market Selling | 675 | 0.01 | 54588 | 1.13 |
| BUY | 24.07.2015 - Market Buying | 1000 | 0.02 | 55588 | 1.15 |
| BUY | 31.07.2015 - Market Buying | 400 | 0.01 | 55988 | 1.16 |
| SELL | 02.10.2015 - Market Selling | 2273 | 0.05 | 53715 | 1.12 |
| SELL | 23.10.2015 - Market Selling | 901 | 0.02 | 52814 | 1.10 |
| SELL | 13.11.2015 - Market Selling | 1708 | 0.04 | 51106 | 1.06 |
| SELL | 20.11.2015 - Market Selling | 580 | 0.01 | 50526 | 1.05 |
| BUY | 27.11.2015 - Market Buying | 300 | 0.01 | 50826 | 1.06 |
| SELL | 31.12.2015 - Market Selling | 3500 | 0.07 | 47326 | 0.98 |
| BUY | 01.01.2016 - Market Buying | 1000 | 0.02 | 48326 | 1.00 |
| SELL | 08.01.2016 - Market Selling | 6026 | 0.13 | 42300 | 0.88 |
| SELL | 15.01.2016 - Market Selling | 754 | 0.02 | 41546 | 0.86 |
| SELL | 29.01.2016 - Market Selling | 1487 | 0.03 | 40059 | 0.83 |
| | At the end of the year (31.03.2016) | | | 40059 | 0.83 |
| 4 | ULKA MAYUR KOTHARI | 40000 | 0.83 | 40000 | 0.83 |
| | At the end of the year (31.03.2016) | | | 40000 | 0.83 |
| 5 | SANJEEV VINODCHANDRA PAREKH | 17066 | 0.35 | 17066 | 0.35 |
| BUY | 23.10.2015 - Market Buying | 11037 | 0.23 | 28103 | 0.58 |
| | At the end of the year (31.03.2016) | | | 28103 | 0.58 |
| 6 | VINODCHANDRA MANSUKHLAL PAREKH | 25351 | 0.53 | 25351 | 0.53 |
| | At the end of the year (31.03.2016) | | | 25351 | 0.53 |
| 7 | SAMAY MAYUR KOTHARI | 25000 | 0.52 | 25000 | 0.52 |
| | At the end of the year (31.03.2016) | | | 25000 | 0.52 |
| 8 | BRN COMMODITIES AND TRADING CO PRIVATE LTD | 24665 | 0.51 | 24665 | 0.51 |
| | At the end of the year (31.03.2016) | | | 24665 | 0.51 |
| 9 | Dolly Khanna | 0 | 0.00 | 0 | 0.00 |
| BUY | 30.06.2015 - Market Buying | 389 | 0.01 | 389 | 0.01 |
| BUY | 10.07.2015 - Market Buying | 2535 | 0.05 | 2924 | 0.06 |
| BUY | 17.07.2015 - Market Buying | 2500 | 0.05 | 5424 | 0.11 |
| BUY | 24.07.2015 - Market Buying | 2237 | 0.05 | 7661 | 0.16 |

Annexure I to the Directors' Report

| SI No | For each of the top 10 shareholders name, date & reason of change | Shareholding at the end of the year | | Cumulative shareholding during the year | |
|-------|---|-------------------------------------|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| BUY | 18.09.2015 - Market Buying | 221 | 0.00 | 7882 | 0.16 |
| BUY | 30.10.2015 - Market Buying | 1000 | 0.02 | 8882 | 0.18 |
| BUY | 06.11.2015 - Market Buying | 324 | 0.01 | 9206 | 0.19 |
| BUY | 20.11.2015 - Market Buying | 1993 | 0.04 | 11199 | 0.23 |
| BUY | 31.12.2015 - Market Buying | 1169 | 0.02 | 12368 | 0.26 |
| BUY | 01.01.2016 - Market Buying | 2210 | 0.05 | 14578 | 0.30 |
| BUY | 08.01.2016 - Market Buying | 1630 | 0.03 | 16208 | 0.34 |
| BUY | 05.02.2016 - Market Buying | 330 | 0.01 | 16538 | 0.34 |
| BUY | 26.02.2016 - Market Buying | 350 | 0.01 | 16888 | 0.35 |
| BUY | 11.03.2016 - Market Buying | 400 | 0.01 | 17288 | 0.36 |
| BUY | 18.03.2016 - Market Buying | 2785 | 0.06 | 20073 | 0.42 |
| BUY | 25.03.2016 - Market Buying | 400 | 0.01 | 20473 | 0.43 |
| BUY | At the end of the year (31.03.2016) | 504 | 0.01 | 20977 | 0.44 |
| 10 | DAYCO COMMODITY BROKERS PVT LTD | 20000 | 0.42 | 20000 | 0.42 |
| | At the end of the year (31.03.2016) | | | 20000 | 0.42 |

E. Shareholding of Directors and Key Managerial Personnel:

| SI. No. | For Each of the Directors and KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of Total Shares of the Company | No. of Shares | % of Total Shares of the Company |
| 1 | Mr.Manikam Ramaswami – Managing Director | | | | |
| | At the beginning of the year | 109317 | 2.26 | 109317 | 2.26 |
| | Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | No Change | No Change | No Change | No Change |
| | At the end of the year | 109317 | 2.26 | 109317 | 2.26 |
| 2 | Mrs. Valli M Ramaswami – Wholetime Director | | | | |
| | At the beginning of the year | 86148 | 1.78 | 86148 | 1.78 |
| | Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | No Change | No Change | No Change | No Change |
| | At the end of the year | 86148 | 1.78 | 86148 | 1.78 |

Annexure I to the Directors' Report

| Sl. No. | For Each of the Directors and KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of Total Shares of the Company | No. of Shares | % of Total Shares of the Company |
| 3 | Mr. P.Manivannan – Wholetime Director | | | | |
| | At the beginning of the year | 2 | 0 | 2 | 0 |
| | Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | No Change | No Change | No Change | No Change |
| | At the end of the year | 2 | 0 | 2 | 0 |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|-----------------------|
| Indebtness at the beginning of the financial year | | | | |
| i) Principal Amount | 552,20,00,656 | | | 552,20,00,656 |
| ii) Interest due but not paid | NIL | | | NIL |
| iii) Interest accrued but not due | 14,44,072 | | | 14,44,072 |
| Total (i+ii+iii) | 552,34,44,728 | | | 552,34,44,728 |
| Change in Indebtedness during the financial year | | | | |
| Additions | 36,90,03,988 | | | 36,90,03,988 |
| Reduction | (90,79,01,027) | | | (90,79,01,027) |
| Net Change | (53,82,80,549) | | | (53,82,80,549) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 496,81,94,416 | | | 496,81,94,416 |
| ii) Interest due but not paid | NIL | | | NIL |
| iii) Interest accrued but not due | 1,63,53,273 | | | 1,63,53,273 |
| Total (i+ii+iii) | 498,45,47,689 | | | 498,45,47,689 |

Annexure I to the Directors' Report

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | Total Amount |
|---------|--|-------------------------|-------------------|------------------------|--------------------|
| | | Mr. Manikam Ramaswami | Mr. P. Manivannan | Mrs. Valli M Ramaswami | |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | 18,00,000 | 14,44,974 | 12,00,000 | 44,44,974 |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | 6,03,774 | | | 6,03,774 |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | | | |
| 2 | Stock option | | | | |
| 3 | Sweat Equity | | | | |
| 4 | Commission | | | | |
| | as % of profit | 1,00,00,000 | | | 1,00,00,000 |
| | others (specify) | | | | |
| 5 | Others, please specify (PF & Super Annuation) | 4,50,000 | 1,03,680 | 1,44,000 | 6,97,680 |
| | Total (A) | 1,28,53,774 | 15,48,654 | 13,44,000 | 1,57,46,428 |
| | Ceiling as per the Act | | | | |

B. Remuneration to other directors

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | | Total Amount |
|---------|--|-------------------|---------------------|----------------------|----------------------------|-------------------------|------------------|
| | | Mr. K J M Shetty | Mr. S. Venkatramani | Mr. R. Poorna lingam | Mr. Shridhar. Subrahmanyam | Mr. M. Madhavan Nambiar | |
| 1 | Independent Directors (a) Fee for attending board / committee meetings (b) Commission (c) Others, please specify | 1,00,000 | 1,30,000 | 80,000 | 1,20,000 | 20,000 | 4,50,000 |
| | Total (1) | 1,00,000 | 1,30,000 | 80,000 | 1,20,000 | 20,000 | 4,50,000 |
| 2 | Other Non Executive Directors "(a) Fee for attending board committee meetings" (b) Commission (c) Others, please specify. | - | - | - | - | - | - |
| | Total (2) | - | - | - | - | - | - |
| | Total (B) = (1+2) | 1,00,000 | 1,30,000 | 80,000 | 1,20,000 | 20,000 | 4,50,000 |
| | Total Managerial Remuneration | 1,00,000 | 1,30,000 | 80,000 | 1,20,000 | 20,000 | 4,50,000 |
| | Overall Ceiling as per the Act. | 6,00,000 | 8,00,000 | 8,00,000 | 8,00,000 | 1,00,000 | 31,00,000 |

Annexure I to the Directors' Report

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|--|--------------------------|-------------------|-----------|-----------|
| | | CEO | Company Secretary | CFO | Total |
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | | 6,68,341 | 15,39,290 | 22,07,631 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | | | | |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | | | | |
| 2. | Stock Option | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - |
| 4. | Commission as % of Profit Others, specify... | - | - | - | - |
| 5. | Others, please specify (PF & Super Annuation) | - | 33,120 | 76,800 | 1,09,920 |
| | Total | - | 7,01,461 | 16,16,090 | 23,17,551 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES – NIL

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding Fees imposed | Authority (RD / NCLT / Court) | Appeal made, if any (give Details) |
|----------------------------------|------------------------------|-------------------|--|-------------------------------|------------------------------------|
| COMPANY | | | | | |
| Penalty | | | | | |
| Punishment | | | NIL | | |
| Compounding | | | | | |
| DIRECTORS | | | | | |
| Penalty | | | | | |
| Punishment | | | NIL | | |
| Compounding | | | | | |
| OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | | | |
| Punishment | | | NIL | | |
| Compounding | | | | | |

Operating Results Summary

(₹. in Lakhs)

| Year ended | 31.03.2016 | 31.03.2015 | 31.03.2014 | 31.03.2013 | 31.03.2012 |
|---|-----------------|-----------------|-----------------|-----------------|---------------|
| Revenue from operation | 1,17,825 | 1,41,709 | 1,60,362 | 1,25,233 | 91,059 |
| other Income | 250 | 165 | 552 | 160 | 1,081 |
| Total | 1,18,075 | 1,41,874 | 1,60,914 | 1,25,393 | 92,140 |
| Cost of Materials Consumed | 44,398 | 51,802 | 55,693 | 49,426 | 40,212 |
| Purchase of Stock in trade | 24,362 | 38,292 | 55,647 | 34,497 | 16,534 |
| Changes in inventories of finished goods, work in progress and stock in trade | (1,035) | (214) | (2,397) | (511) | 2,811 |
| Employee Benefit Expenses | 9,020 | 8,273 | 7,612 | 6,081 | 4,697 |
| Finance Costs | 5,452 | 6,884 | 7,581 | 7,149 | 4,498 |
| Depreciation and amortisation expenses | 6,721 | 8,230 | 7,086 | 6,911 | 6,621 |
| Other expenses | 25,864 | 27,637 | 26,395 | 20,719 | 17,437 |
| Total | 1,14,782 | 1,40,904 | 1,57,617 | 1,24,272 | 92,810 |
| Pre Tax Profit / (Loss) | 3,293 | 970 | 3,297 | 1,121 | (670) |
| Export (C & F Value) | 1,03,032 | 1,22,026 | 1,28,229 | 93,542 | 67,675 |
| Production of Yarn in Lakh Kgs | 267.17 | 290.31 | 267.36 | 249.85 | 219.38 |
| Production of Cloth in Lakh Mtrs | 483.84 | 487.57 | 465.66 | 415.52 | 338.07 |

Balance Sheet Summary

(₹. in Lakhs)

| As at | 31.03.2016 | 31.03.2015 | 31.03.2014 | 31.03.2013 | 31.03.2012 |
|-------------------------------------|---------------|---------------|---------------|---------------|---------------|
| Net Fixed Assets | 49,651 | 49,245 | 52,425 | 52,982 | 52,325 |
| Investments | 531 | 574 | 455 | 600 | 625 |
| Long Term Loans and Advances | 502 | 607 | 476 | 355 | 1,231 |
| Current Assets | 35,577 | 41,073 | 40,830 | 36,501 | 37,984 |
| Total | 86,261 | 91,499 | 94,186 | 90,438 | 92,165 |
| Long Term Borrowings | 18,025 | 22,708 | 27,197 | 30,878 | 42,449 |
| Deferred Tax Liability (Net) | 4,027 | 4,134 | 5,294 | 4,437 | 2,937 |
| Current Liabilities | 49,028 | 51,494 | 49,038 | 44,014 | 35,891 |
| Total | 71,080 | 78,336 | 81,529 | 79,329 | 81,277 |
| Net Worth | 15,181 | 13,163 | 12,657 | 11,109 | 10,888 |
| Represented By | | | | | |
| Share Capital | 482 | 482 | 483 | 482 | 482 |
| Reserves and Surplus | 14,699 | 12,681 | 12,174 | 10,627 | 10,405 |
| Pre Tax Profit /(Loss) | 3,293 | 970 | 3,297 | 1,121 | (670) |
| Dividend Paid on Equity Shares | 482 | 361 | 361 | 241 | 48 |
| % of Dividend paid on Equity Shares | 100 | 75 | 75 | 50 | 10 |

Independent Auditors' Report

To
The Members of
M/s. LOYAL TEXTILE MILLS LIMITED,
KOVILPATTI.

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of LOYAL TEXTILE MILLS LIMITED, KOVILPATTI, which comprise the Balance Sheet as at 31st March, 2016, the Profit and Loss Statement and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory informations.

Management's Responsibility for the Standalone Financial Statements

2. The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
3. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

4. Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act, the order and the Rules made there

under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.
6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

8. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
9. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

Independent Auditors' Report

- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure -B"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27 to the financial statements;
 - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses on the company in its Financial Statements.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Suri & Co.**
Chartered Accountants
Firm Regn. No. 004283S

R.Krishnamoorthy

Partner

Place: Chennai

Date : 26th May 2016

M.No.20695

Independent Auditors' Report

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

- (i) a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) According to the information and explanations given to us, the fixed assets at all locations have been physically verified by the management during the year at reasonable intervals and no material discrepancies were noticed on such verification.
- c) According to the information and explanation given to us, the title deeds of immovable properties, as disclosed in Note 9 to the standalone financial statement, are held in the name of the company, except for the following:

| Particulars | Free hold (Rs. in lakhs) | Lease hold (Rs. in lakhs) |
|--|-----------------------------|------------------------------|
| Gross Block as at 31 st March, 2016 | Nil | 165.23 |
| Net Block as at 31 st March, 2016 | Nil | 163.56 |

- (ii) As explained to us, the inventories at all locations have been physically verified by the management at regular intervals during the year. The discrepancies noticed on physical verification of stocks, as compared to book records were not material and the same have been properly dealt with in the books of account.
- (iii) In our opinion and according to the information and explanations given to us, the company has not granted any loan, secured or unsecured to the companies, firms, limited liability partnership or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) The company has not granted any loan or provided any guarantee or security to the parties covered under section 185 and 186 of the Act. In respect of investment in securities, the company has complied with the provisions of section 186 of the Act.
- (v) The company has not accepted any deposit from public during the year as per provision of section 73 and 76 of the Companies Act 2013. The company has accepted/taken interest free inter corporate deposit from a company / companies.

(vi) We have broadly reviewed the cost records maintained by the company, as prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 and are of the opinion that, prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.

- (vii) a) According to the information and explanations given to us, the company has been regular in depositing, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. In respect of undisputed statutory dues payable in respect of above which are outstanding as at 31st March 2016 for a period of more than six months from the dates they became payable is given below:

| Nature of Dues | Amount (Rs. In lakhs) |
|-------------------|-----------------------|
| Advance Licensing | 165 |

- b) According to the information and explanations furnished to us, there are no dues of income tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of any dispute. In respect of sales tax which are pending payment on account of dispute, the information of which is given below :

| Name of the Statute/ Dues | Unpaid Disputed Liability (Rs.in lakhs) | Period to which the amount relates | Forum where dispute is pending |
|---------------------------|---|---|--|
| Sales Tax | 153.03 | A.Y 2002-03, 2003-04, 2005-06, 2007-08, 2008-09, 2009-10, 2010-11, 2013-14, 2014-15 | Additional Deputy Commissioner of Sales Tax and Sales Tax Appellate Tribunal |

- (viii) According to the information and explanations given to us the company has not defaulted in repayment of dues to financial institutions or banks or Government. The company has not issued any debenture.

Independent Auditors' Report

- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The term loans taken during the year are applied for the purposes for which term loans were obtained.
- (x) According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company not being a Nidhi company, the requirements of paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Suri & Co.
Chartered Accountants
Firm Regn. No. 004283S

R.Krishnamoorthy
Partner
M.No.20695

Place: Chennai
Date : 26th May 2016

Independent Auditors' Report

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF LOYAL TEXTILE MILLS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Loyal Textile Mills Limited as on March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Independent Auditors' Report

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Suri & Co.**
Chartered Accountants
Firm Regn. No. 004283S

R.Krishnamoorthy

Partner

M.No.20695

Place: Chennai

Date : 26th May 2016

Standalone Balance Sheet as at 31.03.2016

(₹. in Lakhs)

| PARTICULARS | Note No | 31.03.2016 | 31.03.2015 |
|------------------------------------|---------|---------------|---------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Funds | | | |
| (a) Share Capital | 2 | 482 | 482 |
| (b) Reserves and Surplus | 3 | 14,699 | 12,681 |
| (2) Non-Current Liabilities | | | |
| (a) Long Term borrowings | 4 | 18,025 | 22,708 |
| (b) Deferred Tax Liabilities (Net) | 5 | 4,027 | 4,134 |
| (3) Current Liabilities | | | |
| (a) Short- Term Borrowings | 6 | 24,361 | 24,368 |
| (b) Trade payables | | 6,488 | 7,482 |
| (c) Other Current Liabilities | 7 | 15,497 | 15,002 |
| (d) Short-Term Provisions | 8 | 2,682 | 4,643 |
| | | 86,261 | 91,500 |
| II. ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Fixed Assets | | | |
| (i) Tangible Assets | 9 | 48,139 | 48,550 |
| (ii) Capital Work-in-progress | 10 | 1,512 | 696 |
| (b) Non-Current investments | 11 | 531 | 574 |
| (c) Long term Loans and advances | 12 | 502 | 607 |
| (2) Current Assets | | | |
| (a) Inventories | 13 | 15,583 | 14,925 |
| (b) Trade Receivables | 14 | 4,880 | 8,705 |
| (c) Short term loans and advances | 15 | 3,175 | 5,392 |
| (d) Cash and cash equivalents | 16 | 490 | 631 |
| (e) Other Current assets | 17 | 11,449 | 11,420 |
| | | 86,261 | 91,500 |

Note No 2 to 17 and 27 to 47 form an integral part of this Balance Sheet

| | | | |
|--|---|---|---|
| MANIKAM RAMASWAMI <i>Managing Director</i> | K.J.M. SHETTY S. VENKATARAMANI P. MANIVANNAN R. POORNALINGAM M. MADHAVAN NAMBIAR <i>Directors</i> | M. ARUMUGAM <i>Company Secretary</i> | vide our report of even date attached For Suri & Co. Chartered Accountants Firm Registration No.004283S |
| | | R. MOHAN <i>Chief Financial Officer</i> | R.KRISHNAMOORTHY Partner Membership No.020695 |

Date : 26.05.2016
Place : Chennai

Standalone Profit and Loss Statement for the year ended 31st March 2016

(₹. in Lakhs)

| Particulars | Note No | Year ended 31.03.2016 | Year ended 31.03.2015 |
|---|---------|--------------------------|--------------------------|
| I. Revenue from operations | 18 | 1,17,825 | 1,41,709 |
| II. Other Income | 19 | 250 | 165 |
| III. Total Revenue (I + II) | | 1,18,075 | 1,41,874 |
| IV. Expenses: | | | |
| Cost of materials consumed | 20 | 44,398 | 51,802 |
| Purchase of Stock-in-Trade | 21 | 24,362 | 38,292 |
| Changes in Inventories | 22 | | |
| Finished Goods | | (314) | 491 |
| Work-in-progress | | (721) | (705) |
| Employee benefits expense | 23 | 9,020 | 8,273 |
| Finance costs | 24 | 5,452 | 6,884 |
| Depreciation and amortisation expense | 25 | 6,721 | 8,230 |
| Other expenses | 26 | 25,864 | 27,637 |
| Total Expenses | | 1,14,782 | 1,40,904 |
| V. Profit before exceptional and extraordinary items and tax - (III - IV) | | 3,293 | 970 |
| VI. Exceptional and Extraordinary Items | | - | - |
| VII. Profit before tax (V - VI) | | 3,293 | 970 |
| VIII. Tax expense: | | | |
| (1) Current tax \ Wealth Tax | | 825 | 345 |
| (2) Excess Provision for FBT of earlier years reversed | | - | (2) |
| (3) Earlier year tax provision | | (23) | - |
| (4) Deferred tax | | (107) | (872) |
| IX. Profit (Loss) for the period from continuing operations | | 2,598 | 1,499 |
| X. Profit / (Loss) from discontinuing operations | | - | - |
| XI. Profit / (Loss) for the period (IX + X) | | 2,598 | 1499 |
| XII. Earning per equity share : | | | |
| (1) Basic | | 53.93 | 31.13 |
| (2) Diluted | | 53.93 | 31.13 |

Notes 18 to 26 and 29 to 47 form an integral part of this Profit and Loss Statement

MANIKAM RAMASWAMI
Managing Director

K.J.M. SHETTY
S. VENKATARAMANI
P. MANIVANNAN
R. POORNALINGAM
M. MADHAVAN NAMBIAR
Directors

M. ARUMUGAM
Company Secretary
R. MOHAN
Chief Financial Officer

vide our report of even date attached
For **Suri & Co.**
Chartered Accountants
Firm Registration No.004283S
R.KRISHNAMOORTHY
Partner
Membership No.020695

Date : 26.05.2016

Place : Chennai

Cash Flow Statement

(₹. in Lakhs)

| PARTICULARS | 31.03.2016 | 31.03.2015 |
|---|-----------------|-----------------|
| OPERATING ACTIVITIES | | |
| PROFIT BEFORE TAX | 3,292 | 970 |
| ADJUSTMENTS FOR | | |
| Depreciation | 6,721 | 8,230 |
| Interest paid | 5,452 | 6,884 |
| Interest received | (106) | (100) |
| Dividend received from | | |
| Investments - Others | (57) | (1) |
| Provision for Doubtful Debts | 84 | 144 |
| (Profit)/Loss on disposal of Fixed Assets | (47) | (43) |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 15,339 | 16,084 |
| ADJUSTMENTS FOR CHANGES IN | | |
| Inventories | (658) | 1,430 |
| Debtors | 3,742 | (594) |
| Loans & Advances and Other Current Assets | 75 | (730) |
| Amount deposited as Margin Money | 114 | (239) |
| Current liabilities and provisions | 4 | 872 |
| CASH FLOW FROM OPERATING ACTIVITIES | 18,616 | 16,823 |
| Dividend receipts | 57 | |
| Interest receipts | 106 | 100 |
| Income Tax (Paid)/Refund | (780) | (364) |
| NET CASH FLOW (A) | 17,999 | 16,559 |
| INVESTING ACTIVITIES | | |
| Payments for Assets acquisition | (7,186) | (5,914) |
| Proceeds on Sale of Fixed Assets | 105 | 61 |
| Investment - others | 44 | (119) |
| NET CASH FLOW (B) | (7,037) | (5,972) |
| FINANCING ACTIVITIES | | |
| Interest paid | (5,303) | (6,892) |
| Borrowings (Net) | - | - |
| Raised | 3,743 | 3,484 |
| Repaid | (9,075) | (6,744) |
| Dividend paid | (361) | (361) |
| NET CASH FLOW (C) | (10,996) | (10,513) |
| NET CASH INFLOW / (OUTFLOW) (A-B-C) | (34) | 74 |
| OPENING CASH AND CASH EQUIVALENTS (D) | 164 | 90 |
| CLOSING CASH AND CASH EQUIVALENTS (E) | 130 | 164 |
| NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS | (34) | 74 |

MANIKAM RAMASWAMI
Managing Director

K.J.M. SHETTY
S. VENKATARAMANI
P. MANIVANNAN
R. POORNALINGAM
M. MADHAVAN NAMBIAR
Directors

M. ARUMUGAM
Company Secretary

R. MOHAN
Chief Financial Officer

vide our report of even date attached

For Suri & Co.
Chartered Accountants
Firm Registration No.004283S

R.KRISHNAMOORTHY
Partner
Membership No.020695

Date : 26.05.2016
Place : Chennai

Notes Accompanying Financial Statements

1) SIGNIFICANT ACCOUNTING POLICIES

A) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The accounts have been prepared to comply with, in all material aspects, the generally accepted accounting principles, under the historical cost convention, on accrual basis and in line with accounting standards as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of Companies Act, 2013 to the extent notified and guidelines issued by Securities and Exchange Board of India (SEBI). The disclosure and other requirements under the Micro, Small and Medium Enterprises Development Act, 2006 have been considered.

B) USE OF ESTIMATES

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of income and expenses during the year.

C) REVENUE RECOGNITION

- i) Sales are recognised when goods are despatched and are recorded excluding Sales Tax and recoveries. There is no Excise Duty collection on sales as the Company has opted out of the duty payment scheme.
- ii) Rental Income / Interest income / Service / Process Charge is accounted on accrual basis.
- iii) Dividend income on investments and claims are accounted for, when the right to receive the payment is established. Dividends from foreign company is accounted on receipt.
- iv) Incentives receivables from government is accounted on certainty of receipt.

D) DUTY DRAW BACK CLAIMS

- i) Duty draw back claims and other export benefits are accounted on completion of exports, on complying with the rules of the scheme governing it. No obligation is attached to this assistance.
- ii) Sale of import entitlements are accounted on completion of transfer.
- iii) Duty portion of capital goods availed against MEIS scrips for which no obligation is attached, is recognised under income approach method..

E) EXPENDITURE

Expenses are accounted for on accrual basis and provision is made for all losses and known liabilities. Cost of Inputs are accounted net of duty concessions availed.

F) FIXED ASSETS AND DEPRECIATION

- i) Land including lease is stated at cost except for a portion revalued. Other Fixed Assets including leased out assets are stated at cost less depreciation. The cost includes borrowing cost and in respect of imported machinery the cost includes the value portion of customs duty credit availed as granted by the government under export incentive schemes. The Capital subsidy from government is accounted when the right to receive is established and is deducted from the gross value of the respective assets. Assets under erection/construction are stated at value incurred.
- ii) Depreciation on Tangible Assets is provided over their useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013 on Straight Line method basis except the following which have been provided on written down value basis:-
 1. All the assets in Garment Division
 2. All the assets except Plant and Machinery in Loyal Division
 3. Furniture and Fittings, Vehicles in Shri Vishala Textile Mills Division
 4. Building in Wind Mill Division
- iii) Depreciation in respect of additions/sales has been provided pro-rata from the date of commissioning or till the date of sale as rounded off to the nearest month.
- iv) The increase / decrease in long term liability due to fluctuation in foreign currency in respect of imported Plant and Machinery beyond the date of commissioning is taken to Profit and Loss Statement. Depreciation has been provided from the date of commissioning. The assets identified as obsolete and held for disposal are stated at their estimated net realisable values.

G) FOREIGN CURRENCY TRANSACTIONS

- i) Foreign Currency transactions are recorded at the negotiated rates prevailing on the dates of transactions. Exchange difference on Foreign Currency Transactions covered by specific forward contracts are recognised over the period of the contract.

Notes Accompanying Financial Statements

- ii) Foreign Exchange assets and liabilities are converted at the year end exchange rates. However non-monetary assets ie., investments are stated at the rate prevailing on the date of transaction.
- iii) Exchange differences arising on foreign currency transactions are included in the Profit and Loss Statement.

H) EMPLOYEE BENEFITS

- i) Short term benefits :

The gross amounts are recognized as expense and to the extent unpaid it is recognized as liability.

Short term compensated absences are provided for based on internal assessment.

Long term compensated absences are provided for based on actuarial valuation.

- ii) Post employment benefits :

Provident fund and other funds, being defined contribution schemes, the contributions are charged to the Profit and Loss Statement of the year when the contributions, for the covered employees, to the respective government administered funds are due. Gratuity, being a defined benefit plan, the defined benefit obligations are provided for on the basis of an actuarial valuation made at the end of each financial year.

- iii) Other long term benefits :

Deferred employee benefits/deferred compensation and termination benefits are recognized as an expense as and when incurred. Payments made under the Voluntary Retirement Scheme are charged to the Profit and Loss Statement in the year incurred. Actuarial gains/losses are immediately taken to the Profit and Loss Statement and are not deferred.

I) INVENTORIES

- a) Inventories are valued at lower of cost or net realisable value, cost being ascertained on the following basis:

- i) Stores and spares, raw-materials on weighted average basis.
- ii) Stock-in-process, Finished goods - Cost includes applicable production overheads.
- iii) Traded goods - at lower of Cost and Net Realisable Value.

- b) Obsolete/non-moving Inventories are provided for to the extent of requirement and are stated at net realisable value.

J) INVESTMENTS

Investments being long term are valued at Cost. Provision for permanent diminution in value is made, when considered necessary.

K) TAXES ON INCOME

Current Tax is determined on the basis of taxable income for the year. Deferred tax is recognised for all timing differences, subject to the consideration of prudence.

L) CASH FLOW STATEMENT

Cash flow is reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future operating cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

M) IMPAIRMENT OF FIXED ASSETS

Consideration is given at each Balance Sheet date to determine whether there is any impairment of the carrying amount of the company's fixed assets including leased out assets. Impairment loss is recognised as and when required.

N) EARNINGS PER SHARE:

In determining earnings per share, the company considers the net profit after tax and includes the post tax effect on any extra ordinary items. The number of shares used in computing basic and diluted equity shares is the weighted average number of shares outstanding during the year.

O) PROVISIONS AND CONTINGENT LIABILITIES

The company creates a provision when there is a present obligation as a result of an event that requires an outflow of resources and a reliable estimate can be made of the amount. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources.

P) SEGMENT REPORTING SEGMENT INFORMATION

- a) The company has identified five reportable business segments as primary segments viz : yarn, yarn for trading, cloth, cloth for trading and garments.
- b) The secondary segment information is identified on the basis of geographical segments viz. Europe, Asia, U.S.A and Others.

Notes Accompanying Financial Statements

c) The Accounting policies adopted for segment reporting are in line with the accounting policy of the company with the following additional policies for segment reporting .

i) Revenue and Expenses have been identified to a segment on the actual basis / on turnover basis of the segment.

ii) Pricing for Inter Segment transfers has been made, considering the normal internal business reporting system of the company at estimated realisable value.

iii) Operating assets and liabilities represent assets / liabilities in respective segments.

iii) In respect of operating lease, the depreciation is recognised in the Profit and Loss Statement.

iv) Initial direct costs, if any, incurred specifically to earn revenue from operating lease, is recognised as expense in the Profit and Loss Statement.

R) RESEARCH AND DEVELOPMENT COSTS

Revenue expenditure pertaining to research is charged to the Profit and Loss Statement. Development costs of products are charged to the Profit and Loss Statement unless a product's technological feasibility has been established, in which case such expenditure is capitalised.

Q) LEASES

i) The determination of whether an agreement is, or contains, a lease is based on the substance of agreement at the date of inception.

ii) Operating leases - assets leased out under operating leases are capitalised. Lease rental income is recognised on an accrual basis.

S) BORROWING COSTS

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets, up the date when the assets are ready for their intended use. All other borrowing costs are recognised in the Profit and Loss Statement in the period in which they are incurred.

Note No.2 (a) Authorised, Issued, Subscribed, Paid-up share capital and par value per share

| Particulars | (₹.in Lacs) | |
|--|-------------|------------|
| | 31.03.2016 | 31.03.2015 |
| Authorised Share Capital | | |
| 90,00,000 Equity Shares of Rs.10/- each | 900 | 900 |
| 6,00,000 Redeemable Cumulative Preference Shares of Rs.100/- each (Previous year 6,00,000 preference shares of Rs.100 each) | 600 | 600 |
| Issued & Subscribed Share Capital | | |
| 48,16,446 Equity Shares of Rs.10/- each fully paid - up (Previous year 48,16,446 equity shares of Rs.10/- each) | 482 | 482 |
| Paid-up Share Capital | | |
| 48,16,446 Equity Shares of Rs.10/- each fully paid - up (Previous year 48,16,446 equity shares of Rs.10/- each) | 482 | 482 |
| TOTAL | 482 | 482 |

Note No. 2 (b) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

| | | |
|--|-----------|-----------|
| Number of shares outstanding as at the beginning of the year | 48,16,446 | 48,16,446 |
| Number of shares outstanding as at the end of the year | 48,16,446 | 48,16,446 |

Notes Accompanying Financial Statements

(₹.in Lacs)

| Particulars | 31.03.2016 | 31.03.2015 |
|-------------|------------|------------|
|-------------|------------|------------|

Note No.2.(c) Shares in the company held by each shareholder holding more than 5% shares

| Name of the shareholder | Number of shares held in the company | |
|---|---|---------|
| 1 Madurai Tara Traders Pvt Ltd | 776,887 | 776,887 |
| 2 Felspar Credit and Investment Pvt Ltd | 661,126 | 661,126 |
| 3 Dhanalakshmi Investment Pvt Ltd | 629,343 | 629,343 |
| 4 Kurunji Investments Pvt Ltd | 346,887 | 346,887 |
| 5 Chinthamani Investments Pvt Ltd | 279,220 | 279,220 |

Note No.2 (d) Details of allotments of shares for consideration other than cash, allotments of bonus shares and shares bought back (during the period of five years from Financial year 2010-2011)

| Particulars | Amount |
|---|--------|
| Allotment of shares as fully paid-up pursuant to contracts without payments being received in cash | NIL |
| 1,12,500 Equity Shares of Rs 10 each fully paid up allotted on 27/05/2011 pursuant to a Scheme of Amalgamation of "Shri Chintamani Textile Mills Limited" | 11 |

Note No.3. Reserves and Surplus

| | | |
|--------------------------------|------------|------------|
| (a) Capital Reserves | | |
| Opening Balance | 24 | 24 |
| Additions during the year | - | - |
| Deductions during the year | - | - |
| Closing Balance | <u>24</u> | <u>24</u> |
| (b) Capital Redemption Reserve | | |
| Opening Balance | 430 | 430 |
| Additions during the year | - | - |
| Deductions during the year | - | - |
| Closing Balance | <u>430</u> | <u>430</u> |
| (c) Revaluation Reserve | | |
| Opening Balance | 41 | 41 |
| Additions during the year | - | - |
| Deductions during the year | - | - |
| Closing Balance | <u>41</u> | <u>41</u> |
| (d) Amalgamation Reserve | | |
| Opening Balance | 243 | 243 |
| Additions during the year | - | - |
| Deductions during the year | - | - |
| Closing Balance | <u>243</u> | <u>243</u> |

Notes Accompanying Financial Statements

(₹.in Lacs)

| Particulars | 31.03.2016 | 31.03.2015 |
|---|------------|------------|
| (e) General Reserve | | |
| Opening Balance | 8,214 | 8,064 |
| Add: | | |
| Transfer from Surplus | 261 | 150 |
| Less: | | |
| Deductions during the year | - | - |
| Closing Balance | 8,475 | 8,214 |
| (f) Surplus | | |
| Opening Balance | 3,730 | 3,373 |
| Less: Withdrawal on account of Depreciation as per Schedule II of the Companies Act, 2013 | - | 845 |
| Add: Reversal of Deferred Tax Liability on account of Transition | - | 287 |
| | 3,730 | 2,815 |
| Add: | | |
| Profit for the period as per Profit & Loss Statement | 2,597 | 1,499 |
| Less: | | |
| Proposed Final dividend @ 100% - Rs.10.00 Per Share (PY : 75% - Rs.7.50 per share) | 482 | 361 |
| Tax on distributed profits on equity shares | 98 | 74 |
| Transfer to General Reserve | 261 | 150 |
| Closing Balance | 5,486 | 3,729 |
| Total Reserves & Surplus | 14,699 | 12,681 |

NON-CURRENT LIABILITIES

Note No.4. LONG TERM BORROWINGS

(A) TERM LOANS : SECURED

| | | |
|-------------------------------|--------|--------|
| - from Banks | 14,345 | 18,637 |
| - from Financial Institutions | 3,480 | 4,071 |

Term loans except the following are secured by joint and equitable mortgage of all immovable properties present and future and by hypothecation of machineries ranking pari-passu with one another.

(i) Term loans availed from Central Bank of India and Karur Vysya Bank and Indian Bank to the extent of Rs.158.31 Crores are exclusively charged by the specific assets purchased out of the term loan

(ii) Term loans are repayable Quarterly as per agreement at floating rate of interest.

(iii) Term loans are guaranteed by the Managing Director.

(iv) Term loan instalments repayable minimum 4 and maximum 24 instalments

(B) CUMULATIVE FIXED DEPOSITS : UNSECURED

| | | |
|-------------------------|---------------|---------------|
| Inter corporate deposit | 200 | - |
| TOTAL | 18,025 | 22,708 |

Notes Accompanying Financial Statements

(₹.in Lacs)

| Particulars | 31.03.2016 | 31.03.2015 |
|---|---------------|---------------|
| Note No. 5. DEFERRED TAX LIABILITIES (NET) | | |
| Deferred Tax Liabilities | 4,548 | 4,655 |
| Deferred Tax Assets | (521) | (521) |
| Deferred Tax Liabilities (Net) | 4,027 | 4,134 |
| CURRENT LIABILITIES | | |
| Note No. 6 SHORT TERM BORROWINGS | | |
| (A) LOANS REPAYABLE ON DEMAND - FROM BANKS | | |
| Secured | | |
| Working Capital Loans from banks are secured by the hypothecation of Raw-materials, Stock-in-process, Finished Goods, Stores consumables, Spares and Book debts and are also secured by second charge on block assets | 24,361 | 24,368 |
| Working capital loans are guaranteed by the Managing Director | | |
| TOTAL | 24,361 | 24,368 |
| Note No. 7. OTHER CURRENT LIABILITIES | | |
| Current Maturities of Long term Debts | 7,495 | 8,145 |
| Creditor for Capital Goods | 221 | 262 |
| Expenses Payable | 6,841 | 5,861 |
| Statutory Liabilities Payable | 120 | 130 |
| Advance received against Supplies | 597 | 538 |
| Interest accrued but not due on borrowings | 164 | 14 |
| Unclaimed Dividends | 59 | 52 |
| TOTAL | 15,497 | 15,002 |
| Note No.8. SHORT-TERM PROVISIONS | | |
| Proposed Dividend | 482 | 361 |
| Tax on Proposed Dividend | 98 | 74 |
| Provision for income tax | 1,801 | 3,911 |
| Provision for wealth tax | Nil | 13 |
| For Provident Fund and Other Funds | 88 | 90 |
| Provision for Gratuity | 128 | 126 |
| Provision for Leave Salary | 85 | 68 |
| TOTAL | 2,682 | 4,643 |

Notes Accompanying Financial Statements

(2015 -2016) (₹. In Lakhs)

Note No.9 Fixed Assets - Tangible

| Description | Gross Block | | | Cost As On 31.03.2016 | Depreciation | | | Net Block | |
|--------------------------|--------------------------|--------------|-----------------------|--------------------------|----------------------------------|-----------------|------------------------------|----------------------------------|------------------------------|
| | Cost As On 01.04.2015 | Addition | Sales/ Adjustments | | Acc. Dep. As On 01.04.2015 | For The Year | Withdrawal / Adjustments* | Acc. Dep. As On 31.03.2016 | W D V As at 31.03.2016 |
| LAND | | | | | | | | | |
| - OWNED | 1,394 | - | - | 1,394 | - | - | - | 1,394 | 1,394 |
| - LEASE HOLD | - | 165 | - | 165 | 2 | - | 2 | 163 | - |
| BUILDINGS | | | | | | | | | |
| - OWNED | 12,262 | 850 | - | 13,112 | 442 | - | 3,680 | 9,432 | 9,024 |
| FURNITURE | | | | | | | | | |
| - OWNED | 234 | 104 | - | 338 | 38 | - | 172 | 166 | 101 |
| PLANT & MACHINERY | | | | | | | | | |
| - OWNED | 89,018 | 4,875 | 526 | 93,367 | 5,851 | 386 | 58,013 | 35,354 | 36,469 |
| - LEASED OUT** | 1,701 | - | - | 1,701 | 76 | - | 1,614 | 87 | 163 |
| VEHICLES | | | | | | | | | |
| - OWNED | 576 | 68 | 60 | 584 | 66 | 35 | 396 | 188 | 211 |
| COMPUTERS | | | | | | | | | |
| - OWNED | 276 | 131 | 16 | 391 | 46 | 15 | 276 | 115 | 31 |
| ELECTRICAL INSTALLATIONS | | | | | | | | | |
| - OWNED | 1,718 | 283 | - | 2,001 | 200 | - | 761 | 1,240 | 1,157 |
| TOTAL | 1,07,179 | 6,476 | 602 | 1,13,053 | 6,721 | 436 | 64,914 | 48,139 | 48,550 |

** Own assets given on operating lease have been presented separately as leased out in the note as per Accounting Standard (AS) 19 "Accounting for Leases".

Note No.10: Capital Work in Progress

| | 31.03.2016 | 31.03.2015 |
|--------------------------------------|--------------|------------|
| Land pending registration | 120 | 120 |
| Building | 524 | 296 |
| Plant & Machinery | 773 | 280 |
| Computer under erection | 93 | Nil |
| Electrical equipments under erection | 2 | Nil |
| TOTAL | 1,512 | 696 |

Notes Accompanying Financial Statements

(2014 -2015) (₹. In Lakhs)

FIXED ASSETS - SUMMARY: FOR THE PERIOD FROM 01.04.2014 TO 31.03.2015

| Description | Gross Block | | | Depreciation | | | Net Block | | | |
|--------------------------|-----------------------|----------|------------|-----------------------|----------------------------|--------------|------------|----------------------------|------------------------|------------------------|
| | Cost as on 01/04/2014 | Addition | Sales/Adju | Cost as on 31.03.2015 | Acc. Dep. as on 01/04/2014 | For The Year | Withdrawal | Acc. Dep. as on 31.03.2015 | W D V as on 31/03/2015 | W D V as on 31/03/2014 |
| LAND | 1,377 | 17 | | 1,394 | | | | | 1,394 | 1,377 |
| - OWNED BUILDINGS | 11,646 | 616 | | 12,262 | 2,521 | 689 | 28 | 3,238 | 9,024 | 9,125 |
| FURNITURE | 157 | 77 | | 234 | 109 | 23 | 6 | 138 | 97 | 48 |
| PLANT & MACHINERY | 83,404 | 5,711 | 97 | 89,018 | 44,800 | 7,054 | 695 | 52,548 | 36,469 | 38,604 |
| - OWNED | 1,701 | | | 1,701 | 1,313 | 207 | 17 | 1,538 | 163 | 387 |
| - LEASED OUT** | | | | | | | | | | |
| VEHICLES | 495 | 110 | 29 | 576 | 300 | 89 | (25) | 365 | 211 | 195 |
| COMPUTERS | 263 | 13 | | 276 | 218 | 14 | 9 | 240 | 35 | 45 |
| ELECTRICAL INSTALLATIONS | 1,645 | 102 | 29 | 1,718 | 427 | 154 | (20) | 561 | 1,157 | 1,218 |
| - OWNED | | | | | | | | | | |
| TOTAL | 100,688 | 6,646 | 155 | 107,179 | 49,688 | 8,230 | 710 | 58,628 | 48,550 | 50,999 |

* Based on transitional provision specified in Notes to Schedule II of the Companies Act, 2013, the carrying amount of Rs.8,45,37,249/- of the assets where the remaining useful life is nil has been adjusted with opening balance of retained earnings.

** Own assets given on operating lease have been presented separately as leased out in the note as per Accounting Standard (AS) 19 "Accounting for Leases".

| Capital Work in Progress | 31.03.2015 | 31.03.2014 |
|---------------------------|------------|------------|
| Land pending registration | 120 | 120 |
| Building | 296 | 245 |
| Plant & Machinery | 280 | 1,061 |
| TOTAL | 696 | 1,426 |

Notes Accompanying Financial Statements

Note No.11. NON-CURRENT INVESTMENTS - AT COST - LONG TERM

(₹.In Lakhs)

| S. No | Particulars | No of Shares | Face value Rs/ Euro | 31.03.2016 | No of Shares | 31.03.2015 |
|--|--|--------------|---------------------|------------|--------------|------------|
| (A) Trade Investments | | | | | | |
| I Investments in Equity Instruments - Unquoted | | | | | | |
| 1 | Gruppo P&P Loyal spa (Joint Venture 47.5%) | 3,325 | Euro 85 | 149 | 3,325 | 149 |
| 2 | Cuddalore Sipcot Industries common utilities Limited | 4,665 | 100 | 5 | 4,665 | 5 |
| 3 | Loyal Dimco Group A.E.B.E.(Joint venture 50%) | 50,000 | | 18 | 50,000 | 18 |
| 4 | SIMA Textile Processing Centre Ltd | 20,000 | 10 | 2 | 20,000 | 2 |
| 5 | Loyal Textiles (UK) Ltd (49%) | 2,450 | | Nil | 2,450 | Nil |
| 6 | Loyal International Sourcing Pvt Ltd (Subsidiary 100%) | 20,000 | 10 | 2 | 20,000 | 2 |
| 7 | Loyal Tiret Cotton Farming and Ginning P.L.C (Joint Venture 51%) | | | Nil | 3,085 | 91 |
| 8 | Loyal IRV Textile LDA, Portugal (Joint Venture 51%) | 2,550 | Euro 1 | 2 | | Nil |
| 9 | Echanda Urja Private Ltd | 63,010 | 10 | 6 | - | Nil |
| 10 | TVH Energy Resource Private Ltd | 196,400 | 10 | 20 | | Nil |
| | Aggregate Amount of Unquoted Investments | - | | 204, | - | 267 |
| II Investments in Equity Instruments - Quoted | | | | | | |
| | Kitex Garments Limited | 2,000 | 1 | 1 | 2,000.00 | 1 |
| (B) Non-trade Investments | | | | | | |
| (i) Investments in Equity Instruments - Quoted | | | | | | |
| 1 | Central Bank of India | 1,469 | 10 | 2 | 1,469 | 2 |
| 2 | Reliance gold -ETF-Units | 6,750 | | 133 | 6,750 | 133 |
| 3 | Larsen and Toubro Limited | 412 | 2 | 5 | 412 | 5 |
| 4 | Oil & Natural Gas Corporation Ltd | 27,665 | 5 | 100 | 27,665 | 100 |
| 5 | Page Industries Limited | 75 | 10 | 10 | 75 | 10 |
| 6 | State Bank of India | 20,850 | 1 | 56 | 20,850 | 56 |
| 7 | Hatsun Agro Food | 2,820 | 1 | 10 | | Nil |
| | | | | 316 | | 306 |
| Investments in Equity Instruments - Unquoted | | | | | | |
| 1 | Matrimony.com ltd | 1058 | 5 | 10 | | Nil |
| (ii) Investment in Government or trust securities | | | | | | |
| | Aggregate Amount | | | 326 | | 307 |
| | Total | | | 531 | - | 574 |
| | Aggregate market value of quoted investments : | | | | | |
| | Rs.302.66 Lacs | | | | | |

Notes Accompanying Financial Statements

(₹. in Lakhs)

| Particulars | 31.03.2016 | 31.03.2015 |
|---|-----------------|-----------------|
| Note No.12. LONG-TERM LOANS AND ADVANCES | | |
| Capital Advances | - | - |
| Unsecured, Considered good | 502 | 607 |
| TOTAL | 502 | 607 |
| Note No.13. INVENTORIES | | |
| (a) Raw Materials | 3,663 | 4,262 |
| (b) Work-in-progress | 4,140 | 3,400 |
| (c) Finished Goods | 6,706 | 6,411 |
| (d) Stores, spares and Packing Materials | 1,074 | 852 |
| TOTAL | 15,583 | 14,925 |
| Note No.14. TRADE RECEIVABLES | | |
| (A) Trade receivables outstanding for more than six months from the date they become due for payment: | | |
| (i) Unsecured, Considered good | 43 | 163 |
| (ii) Considered doubtful | 453 | 369 |
| | 496 | 532 |
| Less : Allowance for bad and doubtful | (453) | (369) |
| | 43 | 163 |
| (B) Trade receivables (others) | | |
| (i) Unsecured, Considered good | 4,837 | 8,542 |
| TOTAL | 4,880 | 8,705 |
| Note No.15. SHORT TERM LOANS AND ADVANCES | | |
| Tax payments pending Adjustments | 3,175 | 5,392 |
| TOTAL | 3,175 | 5,392 |
| Note No.16. CASH AND CASH EQUIVALENTS | | |
| (I) Cash and cash equivalents | | |
| Balance with banks | 110 | 144 |
| Cash on hand | 20 | 20 |
| (II) Earmarked Bank Balances | | |
| Unpaid Dividend Bank account | 59 | 52 |
| (III) Bank balances held as margin money or as security | | |
| | 301 | 415 |
| TOTAL | 490 | 631 |
| Note No.17. OTHER CURRENT ASSETS | | |
| Interest Subsidy Receivable | 729 | 693 |
| Export Benefits Receivable | 1,513 | 2,511 |
| VAT Refund Receivable | 1,063 | 941 |
| Advances recoverable in cash or in kind or for value to be received | 6,438 | 6,466 |
| Deposits | 1,706 | 809 |
| TOTAL | 11,449 | 11,420 |
| NOTE NO.18. REVENUE FROM OPERATIONS | | |
| Sale of Products | 109,589 | 1,32,664 |
| Sale of Services | 318 | 430 |
| Other operating Revenues | 7,918 | 8,615 |
| TOTAL | 1,17,825 | 1,41,709 |

Notes Accompanying Financial Statements

(₹. in Lakhs)

| Particulars | 31.03.2016 | 31.03.2015 |
|--|-----------------|-----------------|
| NOTE NO.19. OTHER INCOME | | |
| Interest Income | 106 | 100 |
| Dividend Income | 57 | 1 |
| Other Non operating income | 87 | 64 |
| TOTAL | 250 | 165 |
| ADDITIONAL INFORMATION | | |
| A) SALE OF PRODUCTS | | |
| i) Yarn | 27,706 | 42,588 |
| ii) Cloth | 32,468 | 34,223 |
| iii) Hosiery Cloth | 39,053 | 47,838 |
| iv) garments | 10,362 | 8,015 |
| TOTAL | 1,09,589 | 1,32,664 |
| B) INTEREST INCOME | | |
| From Banks | 21 | 13 |
| From Others | 85 | 87 |
| TOTAL | 106 | 100 |
| NOTE NO.20. COST OF MATERIALS CONSUMED | | |
| i) Cotton, Staple Fibre and Cotton waste | 33,992 | 38,402 |
| ii) Yarn | 9,199 | 12,273 |
| iii) Cloth | 273 | 294 |
| iv) Dyes | 563 | 510 |
| v) Reflective band | 371 | 323 |
| TOTAL | 44,398 | 51,802 |
| NOTE NO.21. PURCHASE OF STOCK-IN-TRADE | | |
| Yarn | 13,680 | 23,912 |
| Cloth | 10,682 | 14,380 |
| | 24,362 | 38,292 |
| NOTE NO.22. CHANGES IN INVENTORIES | | |
| OPENING STOCK | | |
| Process Stock | 3,232 | 2,527 |
| Finished goods | 6,579 | 7,070 |
| TOTAL (A) | 9,811 | 9,597 |
| LESS: CLOSING STOCK | | |
| Process Stock | 3,953 | 3,232 |
| Finished goods | 6,894 | 6,579 |
| TOTAL (B) | 10,847 | 9,811 |
| CHANGES IN INVENTORIES (A-B) | | |
| Process Stock | (721) | (705) |
| Finished goods | (314) | 491 |
| NET (A - B) | (1,035) | (214) |
| NOTE NO.23. EMPLOYEE BENEFITS EXPENSES | | |
| Salaries, Wages and Bonus | 7,311 | 6,658 |
| Unavailed earned Leave | 122 | 85 |
| Contribution to Provident Fund and other funds | 846 | 760 |
| Other Welfare Expenses | 741 | 770 |
| TOTAL | 9,020 | 8,273 |

Notes Accompanying Financial Statements

(₹. in Lakhs)

| Particulars | 31.03.2016 | 31.03.2015 |
|--|---------------|---------------|
| NOTE NO.24. FINANCE COSTS | | |
| Interest Expenses | 5,379 | 6,815 |
| Other Borrowing Cost | 73 | 69 |
| TOTAL | 5,452 | 6,884 |
| NOTE NO.25. DEPRECIATION AND AMORTISATION EXPENSES | | |
| 1) Building | 442 | 689 |
| 2) Plant and Machinery | 5,927 | 7,261 |
| 3) Furniture | 38 | 23 |
| 4) Vehicle | 66 | 89 |
| 5) Computer | 46 | 14 |
| 6) Electrical Installations | 200 | 154 |
| 7) Amortization expenses - Land | 2 | - |
| TOTAL | 6,721 | 8,230 |
| NOTE NO.26. OTHER EXPENSES | | |
| Freight and forwarding charges | 2,710 | 3,831 |
| Brokerage and Commission | 1,538 | 2,079 |
| Selling Expenses | 345 | 373 |
| PAYMENT TO THE AUDITORS | | |
| As Auditors | 9 | 7 |
| For Taxation Matters | 10 | 4 |
| For Certification work | 3 | 1 |
| For Service Tax | 3 | 2 |
| For Reimbursement of Expenses | 2 | 1 |
| Conversion and Processing Charges | 1,860 | 2,019 |
| Stores Consumed | 4,135 | 4,210 |
| Power and Fuel | 9,642 | 9,409 |
| Rent | 8 | 4 |
| Repairs to Building | 359 | 331 |
| Repairs to Machinery | 2,741 | 2,430 |
| Insurance | 207 | 227 |
| Rates and Taxes excluding Taxes on Income | 328 | 892 |
| Provision for Doubtful Debts | 84 | 144 |
| Expenditure on CSR Activities | 50 | 70 |
| Miscellaneous Expenses | 1,830 | 1,603 |
| TOTAL | 25,864 | 27,637 |
| Additional Information | | |
| A) VALUE OF IMPORTS CALCULATED ON CIF BASIS | | |
| i) Raw Materials(Staple Fibre, cotton dyes, reflective band) | 8,287 | 11,250 |
| ii) Components and Spares | 316 | 364 |
| iii) Capital Goods | 379 | 432 |
| TOTAL | 8,982 | 12,046 |
| B) CONSUMPTION OF RAW MATERIALS | | |
| i) Indigenous | 36,163 | 41,731 |
| ii) Imported | 8,235 | 10,071 |
| TOTAL | 44,398 | 51,802 |

Notes Accompanying Financial Statements

| | | (₹. in Lakhs) | |
|-------------|---|-------------------|-------------------|
| Particulars | | 31.03.2016 | 31.03.2015 |
| C) | CONSUMPTION OF STORES AND SPARES | | |
| i) | Indigenous | 4,821 | 6,569 |
| ii) | Imported | 1,496 | 1,365 |
| | TOTAL | 6,317 | 7,934 |
| D) | EXPENDITURE IN FOREIGN CURRENCY | | |
| i) | On Account of Travel | 85 | 71 |
| ii) | Commission on export sales | 1,272 | 2,019 |
| iii) | Other professional charges | 3 | - |
| iv) | Salary | 33 | 38 |
| | TOTAL | 1,392 | 2,128 |
| E). | EARNINGS IN FOREIGN EXCHANGE | | |
| i) | on export of goods, including export through Merchant Exporters calculated on FOB basis | 99,121 | 1,16,385 |
| ii) | Dividends received | 54 | 1 |
| | TOTAL | 99,175 | 1,16,386 |
| 27) | Contingent Liabilities (To the extent not provided for) | | (₹ in Lakhs) |
| | | 31.03.2016 | 31.03.2015 |
| i) | Claim against the Company not acknowledged as debts | 26.30 | 26.30 |
| ii) | Counter Guarantee given to Banks | 100.80 | 100.80 |
| iii) | On Account of Bills discounted | 8,585.64 | 15,686.12 |
| iv) | Disputed income tax demand not provided for- Appeals filed before Appellate Authorities / revision petition pending. | - | 1,180.72 |
| v) | Disputed Sales tax demand not provided for | 125.81 | 143.28 |
| vi) | Disputed Service tax, Excise / Customs duty not provided for | 109.05 | 127.22 |
| vii) | On account of export obligation covered by letter of undertaking | 2,985.18 | 2,826.03 |
| 28) | Commitment : | | |
| i) | Estimated amount of Contracts remaining to be executed on Capital Accounts and not provided for | 1,106.38 | 1,574.75 |
| ii) | The amount of capital commitments / contingencies incurred in respect of jointly controlled entities | - | - |
| 29) | No significant restriction is attached on the investments held outside India. | | |
| 30) | The Cash and Cash equivalents in the Cash Flow Statement include foreign currency balances, which does not include any amount, which is of restrictive realisability. | | |
| 31) | Power and fuel cost is net of Rs. 30.91 Crores (P.Y. Rs. 36.57 Crores) being electricity generated through wind mills. | | |
| 32) | Borrowing cost capitalised during the year is Rs.20.83 Lacs. (P.Y. Nil) | | |
| 33) | Deferred tax liability mainly represent timing difference relating to depreciation of Rs. 45.48 Crores (P.Y. Rs. 46.55 Crores) and Deferred asset mainly represent timing difference on account of deferred allowance of Rs. 5.21Crores (P.Y. Rs.5.21 Crores) under Income Tax Act, 1961. | | |

Notes Accompanying Financial Statements

34) Disclosure regarding Derivative Instruments:

- a) The Company enters into forward contracts either to hedge its foreign exchange exposure or to reduce costs and not for any speculative purposes. The Company has not entered into any derivative deals during the year and the Company has no outstanding derivative exposure as on 31st March 2016
- b) The net gain earned of Rs.5.50 lakhs by the company on cancellation of Forward Contracts during the year is grouped under Miscellaneous Expenditure. As the Company has taken forward cover only for hedging purposes, the Company is not required to mark to market the forward contracts as on the Balance Sheet date.

| | 31.03.2016 | 31.03.2015 |
|--|---------------------|--------------|
| 35) EARNINGS PER SHARE | | |
| (a) Opening / Closing number of shares | 48,16,446 | 48,16,446 |
| (b) Profit / Loss after Tax Expense | 25,97,47,570 | 14,99,37,978 |
| (c) Earnings per share (Rs.) | 53.93 | 31.13 |
| (d) Face value of shares (Rs.) | 10.00 | 10.00 |

36) Based on the information available with the Company, the principal amount due to Micro Small and Medium Enterprises as on 31.03.16 is Rs. NIL. There has been no overdue principal amount and therefore no interest is paid / payable.

37) The Company has adopted the Accounting Standard (AS) 15

Post employment benefits :

(a) Provident fund and other funds:

Being a defined contribution plan, the company makes fixed monthly contributions, in respect of covered employees, to the Government managed funds and the company has no legal obligation to pay any further sum beyond the contribution made towards the claims settled. The company has during the year recognised Rs. 457.42 lacs (P.Y. Rs.398.28 lacs) as expense towards contribution towards these plans.

(b) Gratuity:

The company provides for gratuity, a defined benefit plan, covering eligible employees. The provision for the accrued liability as at the balance sheet date is made as per actuarial valuation, using the Projected unit credit method. Based on the valuation the incremental liability is contributed to the gratuity trust. Trustees administer the contributions made, by investing the funds in approved securities. The company has an obligation to make good the short fall, if any, between the contributions and the settlements.

i) **Changes in the present value of the obligation - reconciliation of opening and closing balances:** (₹.)

| Particulars | 31.03.2016 | 31.03.2015 |
|--|-----------------------------------|---------------------------|
| | Gratuity (Funded Plan) | Gratuity (Funded Plan) |
| Opening balance of Present Value of the Obligation | 9,28,12,007 | 7,32,19,885 |
| Interest Cost | 71,26,302 | 64,62,881 |
| Current Service Cost | 66,93,449 | 57,10,973 |
| Benefits Paid | (28,98,332) | (43,98,437) |
| Actuarial loss / (gain) | (24,26,194) | 1,18,16,705 |
| Closing balance of Present Value of the Obligation | 10,13,07,232 | 9,28,12,007 |

Notes Accompanying Financial Statements

ii) Reconciliation of changes in the fair value of plan Assets:

| | | |
|--|---------------------------|--------------------|
| Opening balance Fair Value of Plan Asset | 8,10,53,227 | 7,47,74,273 |
| Expected return on plan assets | 74,50,060 | 59,99,404 |
| Contribution by the Company | 1,26,28,857 | 48,35,000 |
| Benefits Paid | (28,98,332) | (43,98,437) |
| Actuarial gain / (loss) | (6,45,264) | (1,57,013) |
| Closing balance of Fair Value of Plan Assets | <u>9,75,88,548</u> | <u>8,10,53,227</u> |

iii) Reconciliation of Fair value of Assets & Obligation

| Particulars | 31.03.2016 | 31.03.2015 | 31.03.2014 | 31.03.2013 | 31.03.2012 |
|--|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| | Gratuity (Funded Plan) | Gratuity (Funded Plan) | Gratuity (Funded Plan) | Gratuity (Funded Plan) | Gratuity (Funded Plan) |
| Present value of the obligation | 10,13,07,232 | 9,28,12,007 | 7,32,19,885 | 7,02,43,028 | 6,05,89,942 |
| Fair value of the Plan assets | 9,75,88,548 | 8,10,53,227 | 7,47,74,273 | 6,18,18,916 | 5,71,29,672 |
| Surplus/(Deficit) | (37,18,684) | (1,17,58,780) | 15,54,388 | (84,24,112) | (34,60,270) |
| Experience adjustments on plan liabilities (loss) / gain | ,20,77,893 | (69,02,393) | 46,83,464 | (16,40,576) | 25,30,734 |
| Experience adjustments on plan assets (loss) / gain | (6,45,264) | (1,57,013) | 36,14,317 | (1,66,463) | (38,694) |

| | | |
|--|---------------------------|--------------------|
| | 31.03.2016 | 31.03.2015 |
| iv) The total expenses recognised in the Statement of Profit and Loss is as follows: | | |
| Current Service Cost | 66,93,449 | 57,10,973 |
| Interest Cost | 71,26,302 | 64,62,881 |
| Expected return on plan assets | (74,50,060) | (59,99,404) |
| Net Actuarial (gain)/loss recognised in the year | <u>(17,80,930)</u> | <u>1,19,73,719</u> |
| | 45,88,761 | 1,81,48,169 |

| | | |
|---|-------------------|---------------|
| v) Percentage of each category of plan assets to total fair value of plan assets: | 31.03.2016 | 31.03.2015 |
| a) Government Securities | 66.42% | 63.30% |
| b) Bank deposits (Special deposit scheme) | 2.30% | 2.79% |
| c) Others / approved securities | 31.28% | 33.91% |

| | | |
|--|-------------------|------------|
| vi) Principal actuarial assumptions used as at the Balance Sheet date: | 31.03.2016 | 31.03.2015 |
| Discount Rate | 7.85% | 7.80% |
| Salary Escalation Rate | 9.00% | 9.00% |
| Attrition Rate | 5.00% | 5.00% |
| Expected rate of return on plan assets | 8.50% | 8.25% |

- vii) The estimates of future salary increases, considered in actuarial valuation, taken into account of inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. The expected rate of return on assets are estimated as per the return on Government of India bonds.

Notes Accompanying Financial Statements

38) Certain knitting machinery at Valli Textile Mills and CTM divisions are given on cancellable operating lease at a monthly lease rent.

39) Research and Development Expenditure

| Particulars | (Rs. In Lakhs) | |
|---------------------|-------------------|---------------|
| | 31.03.2016 | 31.03.2015 |
| Capital Expenditure | - | 148.72 |
| Revenue Expenditure | <u>65.09</u> | <u>58.98</u> |
| TOTAL | <u>65.09</u> | <u>207.70</u> |

The eligible Revenue and Capital Expenditure are Rs. 65.09 Lakhs and Nil respectively for the year ended 31.03.2016 and Rs. 58.98 lakhs and Rs. 148.72 lakhs respectively for the year ended 31.03.2015.

40) In the opinion of the Board, all the assets other than fixed assets and non-current investments have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated.

41) There is no amount due and outstanding to be credited to Investors' Education and Protection Fund.

42) In the absence of required notification prescribed format, relating to the statement of changes to equity, the same is not furnished

43) Balances of certain parties are subject to confirmation / reconciliation if any.

44) Previous year figures have been regrouped wherever necessary to conform to the current year's classification.

45) Figures have been rounded off to the nearest lakh in the financial statement and in the accompanying notes.

Notes Accompanying Financial Statements

NOTE NO. 46. SEGMENT REPORTING (A) PRIMARY SEGMENT REVENUES, RESULTS AND OTHER INFORMATION

| | Yarn Manufacturing | | Yarn Trading | | Cloth | | Cloth Trading | | Garments | | Total | |
|---|--------------------|------------|--------------|------------|------------|------------|---------------|------------|------------|------------|------------|------------|
| | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 |
| Revenue | | | | | | | | | | | | |
| External Sales | 12,790 | 16,623 | 14,971 | 26,548 | 60,301 | 66,871 | 11,483 | 15,353 | 10,362 | 8,015 | 1,09,907 | 1,33,410 |
| Inter-segment transfer | 12,790 | 16,623 | 14,971 | 26,548 | 66,440 | 71,572 | 11,483 | 15,353 | 10,362 | 8,015 | 1,16,046 | 1,38,112 |
| Results | | | | | | | | | | | | |
| Segment Results | 3,711 | 3,998 | 817 | 627 | 1,982 | 1,806 | 814 | 557 | 1,243 | 1,028 | 8,566 | 8,015 |
| Add: Unallocated income/ (expenditure) (Net) | | | | | | | | | | | 178 | (162) |
| Profit from Operations | | | | | | | | | | | 8,744 | 7,853 |
| Interest Expenses | | | | | | | | | | | 5,452 | 6,884 |
| Profit before tax | | | | | | | | | | | 3,292 | 969 |
| Tax | | | | | | | | | | | 695 | (529) |
| Profit after tax | | | | | | | | | | | 2,597 | 1,498 |
| OTHER INFORMATION | | | | | | | | | | | | |
| Segment Assets | 23,356 | 25,186 | 2,299 | 4,149 | 48,973 | 49,489 | 1,764 | 2,399 | 6,163 | 4,310 | 82,555 | 85,533 |
| Unallocable Assets | | | | | | | | | | | 3,705 | 5,966 |
| Total Assets | | | | | | | | | | | 86,261 | 91,499 |
| Segment Liabilities | 2,293 | 2,753 | 2,695 | 4,556 | 10,808 | 11,449 | 2,067 | 2,635 | 1,865 | 1,376 | 19,728 | 22,769 |
| Unallocable Liabilities | | | | | | | | | | | 4,358 | 4,358 |
| Total Liabilities | | | | | | | | | | | 24,086 | 27,127 |
| Segment Capital Expenditure | 824 | 472 | | | 5,328 | 5,643 | | | 324 | 532 | 6,476 | 6,647 |
| Unallocable Capital Expenditure | | | | | | | | | | | - | - |
| Total Capital Expenditure | | | | | | | | | | | 6,476 | 6,647 |
| Segment Depreciation | 4,498 | 1,618 | | | 2,021 | 6,483 | | | 202 | 130 | 6,721 | 8,231 |
| Unallocable Depreciation | | | | | | | | | | | - | - |
| Total Depreciation | | | | | | | | | | | 6,721 | 8,231 |

(B) SECONDARY SEGMENT - GEOGRAPHICAL

1. An analysis of the sales by geographical market is given below:

| Region | 31.03.2016 | 31.03.2015 |
|---------|------------|------------|
| Europe | 18,360 | 16,395 |
| Asia | 62,275 | 80,161 |
| America | 29,430 | 34,307 |
| Others | 1,493 | 2,811 |
| | 111,557 | 133,674 |

2. Carrying amount of segment assets

| Region | 31.03.2016 | 31.03.2015 |
|---------|------------|------------|
| Europe | 522 | 661 |
| Asia** | 81,153 | 83,375 |
| America | 837 | 1,384 |
| Others | 42 | 113 |
| | 82,555 | 85,533 |

3. Carrying amount of segment liabilities

| Region | 31.03.2016 | 31.03.2015 |
|---------|------------|------------|
| Europe | 280 | 209 |
| Asia | 18,976 | 22,087 |
| America | 449 | 437 |
| Others | 23 | 36 |
| | 19,728 | 22,769 |

**All fixed assets of the company are located in India

Notes Accompanying Financial Statements

47) RELATED PARTY DISCLOSURES FOR THE FINANCIAL YEAR ENDED 31.03.2016

| NAME OF THE PARTY | RELATIONSHIP |
|---|--|
| 1. Gruppo P&P Loyal Spa, Italy | Joint Venture Company |
| 2. Loyal Dimco Group A.E.B.E., Greece | Joint Venture Company |
| 3. Loyal IRV Textile LDA, Portugal | Joint Venture Company |
| 4. Loyal International Sourcing Private Limited | Wholly owned subsidiary |
| 5. Hellen Cotton Trading Company Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 6. Kurunji Investment Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 7. Madurai Tara Traders Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 8. Nemesis Cotton Trading Company Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 9. Nike Cotton Traders Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 10. Rhea Cotton Traders Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 11. Sri Manikam Ramaswami - Managing Director | Key Managerial Personnel |
| 12. Sri P.Manivannan (Director) | Key Managerial Personnel |
| 13. Smt Valli M Ramaswami (Woman Director) | Key Managerial Personnel |

(₹ in Lakhs)

| | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 |
|---|--|------------|---------------------------------|------------|--|------------|
| i) The name of the transacting related party | Gruppo P&P Loyal Spa, Italy | | Loyal IRV Textile LDA, Portugal | | Loyal International Sourcing Private Limited | |
| ii) Description of the relationship between the parties | Joint Venture | | Joint Venture | | Wholly owned subsidiary | |
| iii) Description of the nature of transactions | Sale of Garments and Fabrics Purchases of Raw Materials | | No operation | | | |
| iv) Volume of the transactions | | | | | | |
| Sale of Garments | 5,256.62 | 3,749.80 | 43.12 | - | 1 | - |
| Sale of Fabric | 874.62 | 899.18 | NIL | NIL | NIL | NIL |
| Purchase of Reflective Band | 438.19 | 40.43 | NIL | NIL | NIL | NIL |
| Purchase of Accessories | 118.26 | 62.91 | NIL | NIL | NIL | NIL |
| v) Purchase of Fixed Assets & Leases | NIL | NIL | NIL | NIL | NIL | NIL |
| vi) Finance (including loans and equity contributions in cash or in kind) | | | | | | |
| During this year | NIL | NIL | 25.14 | NIL | 314.57 | 18.16 |
| Year end balance | 149.00 | 149.00 | 25.14 | NIL | 330.73 | 18.16 |
| vii) Management contracts including for deputation of employees | NIL | NIL | NIL | NIL | NIL | NIL |
| viii) Any other elements of the related party transaction necessary for an understanding of the financial statement | NIL | NIL | NIL | NIL | NIL | NIL |

Notes Accompanying Financial Statements

(₹ in Lakhs)

| | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 |
|--|--|------------|------------------------------|------------|---|------------|
| ix) The amounts or appropriate proportions of outstanding items pertaining to related parties at the balance sheet date and provisions for doubtful debts due from such parties at that date - Receivables | 446.20 | 789.04 | 33.57 | NIL | NIL | NIL |
| x) Amount written off in the period of debts due from or to related parties | NIL | NIL | NIL | NIL | NIL | NIL |
| xi) Dividend received | 54.04 | NIL | NIL | NIL | NIL | NIL |
| xii) Guarantee given | NIL | NIL | NIL | NIL | NIL | NIL |
| xiii) Remuneration paid to key managerial personnel | Sri Manikam Ramaswami Managing Director | | Sri P.Manivannan Director | | Smt Valli M Ramaswami Woman Director | |
| Salary, Perquisites and Other allowances | 24.03 | 23.56 | 14.45 | 15.36 | 12.00 | 1.64 |
| Contribution to provident fund - defined contribution plan | 2.16 | 2.16 | 1.04 | 0.94 | 1.44 | 0.20 |
| Contribution to super annuation fund - defined benefit plan | 2.34 | 2.34 | | | | |
| Commission | 100.00 | 30.29 | | | | |
| | 128.53 | 58.35 | 15.49 | 16.30 | 13.44 | 1.84 |

Notes :-

1. There is no transaction with Loyal Dimco Group A.E.B.E Greece, during this year.
2. The information regarding applicable transactions as given in clause 24 of AS 18 is given above.

MANIKAM RAMASWAMI
Managing Director

K.J.M. SHETTY
S. VENKATARAMANI
P. MANIVANNAN
R. POORNALINGAM
M. MADHAVAN NAMBIAR
Directors

M. ARUMUGAM
Company Secretary

R. MOHAN
Chief Financial Officer

vide our report of even date attached
For **Suri & Co.**
Chartered Accountants
Firm Registration No.004283S

R.KRISHNAMOORTHY
Partner
Membership No.020695

Date : 26.05.2016

Place : Chennai

Independent Auditors' Report

To
The Members of
LOYAL TEXTILES MILLS LIMITED,
KOVILPATTI.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of LOYAL TEXTILE MILLS LIMITED ("Holding Company"), its subsidiary LOYAL INTERNATIONAL SOURCING PRIVATE LIMITED (the Holding Company and its subsidiary together referred to as "the Group") and its jointly controlled entity, comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred as "the consolidated financial statements").

Management's Responsibility for the consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and jointly controlled entity as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Independent Auditors' Report

Report on other Legal and Regulatory Requirements:

1. As required by section 143(3) of the Act, we report to the extent applicable that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statement.
 - (b) In our opinion proper books of account as required by law relating to preparation of aforesaid Consolidated Financial Statement have been kept so far as appears from our examination of those books;
 - (c) The Consolidated Balance Sheet, Consolidated statement of Profit and Loss and Consolidated Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representation received from the directors of group company as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) With respect to the adequacy of the internal financial controls over the financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in "Annexure A" and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- I. The group has disclosed the impact of pending litigations on Consolidated Financial Statement which would impact its Consolidated financial position – Refer note 27 to the Consolidated Financial Statement.
- II. The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses on the company in its Consolidated Financial Statements,
- III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the group.

Other matters

We did not audit the financial statements / financial information of the jointly controlled entity, whose financial statements / financial information reflect total assets of Rs.3,786.16 lakhs as at 31st March, 2016, total revenues of Rs.4,468.18 lakhs and net cash flows amounting to Rs.139.63 lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial statements / financial information have been audited by other auditor whose reports has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the jointly controlled entity and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid jointly controlled entity, is based solely on the reports of the other auditor.

Our report is not qualified in respect of other matters.

For **Suri & Co.**
Chartered Accountants
Firm Regn. No. 004283S

R.Krishnamoorthy
Partner
M.No.20695

Place: Chennai
Date : 26th May 2016

Independent Auditors' Report

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF LOYAL TEXTILE MILLS LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended March 31, 2016, We have audited the internal financial controls over financial reporting of Loyal Textile Mills Limited (hereinafter referred to as "the Holding Company") its subsidiary LOYAL INTERNATIONAL SOURCING PRIVATE LIMITED, (the Holding Company and its subsidiary together referred to as "the Group"), which are the companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls:

The Holding Company's Board of Directors and the Board of Directors of the Subsidiary Company is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

Meaning of Internal Financial Controls Over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Independent Auditors' Report

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

In our opinion, the Holding Company and its subsidiary company , which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Place: Chennai
Date : 26th May 2016

For **Suri & Co.**
Chartered Accountants
Firm Regn. No. 004283S

R.Krishnamoorthy
Partner
M.No.20695

Consolidated Balance Sheet as at 31.03.2016

(₹. In Lakhs)

| Particulars | Note No. | 31.03.2016 | 31.03.2015 |
|------------------------------------|----------|---------------|---------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Funds | | | |
| (a) Share Capital | 2 | 482 | 482 |
| (b) Reserves and Surplus | 3 | 15,804 | 13,622 |
| (2) Non-Current Liabilities | | | |
| (a) Long Term borrowings | 4 | 18,025 | 22,805 |
| (b) Deferred Tax Liabilities (Net) | 5 | 4,027 | 4,134 |
| (c) Long Term Provisions | | 1 | |
| (3) Current Liabilities | | | |
| (a) Short- Term Borrowings | 6 | 25,765 | 25,425 |
| (b) Trade payables | | 6,877 | 7,422 |
| (c) Other Current Liabilities | 7 | 15,570 | 15,027 |
| (d) Short-Term Provisions | 8 | 2,844 | 4,817 |
| | | <u>89,395</u> | <u>93,734</u> |
| II. ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Fixed Assets | | | |
| (i) Tangible Assets | 9 | 48,759 | 49,074 |
| (ii) Capital Work-in-progress | 10 | 1,512 | 696 |
| (b) Non-Current investments | 11 | 463 | 500 |
| (c) Long term Loans and advances | 12 | 516 | 650 |
| (2) Current Assets | | | |
| (a) Inventories | 13 | 16,679 | 15,760 |
| (b) Trade Receivables | 14 | 6,507 | 9,348 |
| (c) Short term loans and advances | 15 | 3,206 | 5,392 |
| (d) Cash and cash equivalents | 16 | 571 | 839 |
| (e) Other Current assets | 17 | 11,182 | 11,475 |
| | | <u>89,395</u> | <u>93,734</u> |

Note No 2 to 17 and 27 to 51 form an integral part of this Balance Sheet

| | | | |
|--|---|---|---|
| MANIKAM RAMASWAMI <i>Managing Director</i> | K.J.M. SHETTY S. VENKATARAMANI P. MANIVANNAN R. POORNALINGAM M. MADHAVAN NAMBIAR <i>Directors</i> | M. ARUMUGAM <i>Company Secretary</i> | vide our report of even date attached For Suri & Co. Chartered Accountants Firm Registration No.004283S |
| | | R. MOHAN <i>Chief Financial Officer</i> | R.KRISHNAMOORTHY Partner Membership No.020695 |

Date : 26.05.2016

Place : Chennai

Consolidated Profit and Loss Statement for the year ended 31st March 2016

(₹. In Lakhs)

| Particulars | Note No. | 31.03.2016 | 31.03.2015 |
|---|----------|------------|------------|
| I. Revenue from operations | 18 | 115,849 | 1,40,665 |
| II. Other Income | 19 | 259 | 165 |
| III. Total Revenue (I + II) | | 1,16,108 | 1,40,830 |
| IV. Expenses: | | | |
| Cost of materials consumed | 20 | 44,398 | 51,802 |
| Purchase of Stock-in-Trade | 21 | 21,325 | 36,216 |
| Changes in Inventories of | 22 | | |
| Finished Goods | | (314) | 491 |
| Stock in Trade | | (205) | 40 |
| Work-in-progress | | (721) | (705) |
| Employee benefits expense | 23 | 9,313 | 8,462 |
| Finance costs | 24 | 5,478 | 6,923 |
| Depreciation and amortisation expense | 25 | 6,796 | 8,293 |
| Other expenses | 26 | 26,562 | 28,195 |
| Total Expenses | | 112,632 | 1,39,717 |
| V. Profit before exceptional and extraordinary items and tax - (III - IV) | | 3,476 | 1,113 |
| VI. Exceptional and Extraordinary Items | | - | - |
| VII. Profit before tax (V - VI) | | 3,476 | 1,113 |
| VIII. Tax expense: | | | |
| (1) Current tax / Wealth Tax | | 915 | 405 |
| (2) Excess Provision for FBT of earlier years reversed | | - | (2) |
| (3) Earlier year tax provision | | (23) | - |
| (4) Deferred tax | | (107) | (873) |
| IX. Profit(Loss) for the period from continuing operations | | 2,691 | 1583 |
| X. Profit/(Loss) from discontinuing operations | | - | - |
| XI. Profit/(Loss) for the period (IX + X) | | 2,691 | 1583 |
| XII. Earning per equity share : | | | |
| (1) Basic | | 55.86 | 32.86 |
| (2) Diluted | | 55.86 | 32.86 |

Notes 18 to 28 and 30 to 51 form an integral part of this Profit and Loss Statement

| | | | |
|--|---|---|---|
| MANIKAM RAMASWAMI <i>Managing Director</i> | K.J.M. SHETTY S. VENKATARAMANI P. MANIVANNAN R. POORNALINGAM M. MADHAVAN NAMBIAR <i>Directors</i> | M. ARUMUGAM <i>Company Secretary</i> | vide our report of even date attached For Suri & Co. Chartered Accountants Firm Registration No.004283S |
| | | R. MOHAN <i>Chief Financial Officer</i> | R.KRISHNAMOORTHY Partner Membership No.020695 |

Date : 26.05.2016

Place : Chennai

Consolidated Cash Flow Statement

(₹. In Lakhs)

| PARTICULARS | 31.03.2016 | 31.03.2015 |
|--|------------|------------|
| OPERATING ACTIVITIES | | |
| PROFIT BEFORE TAX | 3,475 | 1,113 |
| ADJUSTMENTS FOR | | |
| Depreciation | 6,796 | 8,293 |
| Interest paid | 5,478 | 6,923 |
| Effect of Exchange rate change | 52 | (11) |
| Interest received | (107) | (101) |
| Dividend received from | | |
| Investments - Others | (57) | (1) |
| Provision for Doubtful Debts | 84 | 144 |
| (Profit)/Loss on disposal of Fixed Assets | (47) | (43) |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 15,674 | 16,317 |
| ADJUSTMENTS FOR CHANGES IN | | |
| Inventories | (919) | 1,469 |
| Debtors | 3,100 | (255) |
| Loans & Advances and Other Current Assets | 85 | (782) |
| Amount deposited as Margin Money | 114 | (239) |
| Current liabilities and provisions | 195 | 516 |
| CASH FLOW FROM OPERATING ACTIVITIES | 18,249 | 17,026 |
| Dividend receipts | 57 | 1 |
| Interest receipts | 107 | 101 |
| Income Tax (Paid)/Refund | (871) | (424) |
| NET CASH FLOW (A) | 17,542 | 16,704 |
| INVESTING ACTIVITIES | | |
| Payments for Assets acquisition | (7,274) | (5,960) |
| Proceeds on Sale of Fixed Assets | 43 | 61 |
| Investment - others | 38 | (119) |
| NET CASH FLOW (B) | (7,193) | (6,018) |
| FINANCING ACTIVITIES | | |
| Share Capital Raised | - | 2 |
| Interest paid | (5,329) | (6,931) |
| Borrowings (Net) | 346 | - |
| Raised | 3,974 | 3,582 |
| Repaid | (9,075) | (6,745) |
| Dividend paid | (426) | (361) |
| NET CASH FLOW (C) | (10,510) | (10,453) |
| NET CASH INFLOW / (OUTFLOW) (A-B-C) | (161) | 233 |
| OPENING CASH AND CASH EQUIVALENTS (D) | 371 | 139 |
| CLOSING CASH AND CASH EQUIVALENTS (E) | 210 | 371 |
| NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS | (161) | 233 |

| | | | |
|--|---|--|---|
| MANIKAM RAMASWAMI <i>Managing Director</i> | K.J.M. SHETTY S. VENKATARAMANI P. MANIVANNAN R. POORNALINGAM M. MADHAVAN NAMBIAR <i>Directors</i> | M. ARUMUGAM <i>Company Secretary</i> | vide our report of even date attached For Suri & Co. Chartered Accountants Firm Registration No.004283S R.KRISHNAMOORTHY Partner Membership No.020695 |
|--|---|--|---|

Date : 26.05.2016

Place : Chennai

Consolidated Notes Accompanying Financial Statements

NOTE NO. 1 : SIGNIFICANT ACCOUNTING POLICIES

A) BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The accounts have been prepared to comply with, in all material aspects, the generally accepted accounting principles, under the historical cost convention, on accrual basis and in line with accounting standards as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of Companies Act, 2013 to the extent notified and guidelines issued by Securities and Exchange Board of India (SEBI). The disclosure and other requirements under the Micro, Small and Medium Enterprises Development Act, 2006 have been considered.

B) Principles of Consolidation

The Consolidated Financial Statements relates to Loyal Textile Mills Limited (the Company) and its subsidiaries and joint Venture .The Company and its Subsidiaries and its jointly controlled entities constitute the Group.

- i) The Consolidate Financial statements have been prepared in accordance with Accounting Standard 21(AS 21) "Consolidated Financial Statements ", and AS 27 "Financial Reporting of Interest in Joint Ventures" notified by the Companies (Accounting Standard)Rules, 2006.
- ii) The Financial Statement of the Company and its subsidiary company have been combined on all line by line basis by adding together like items of assets ,liabilities ,income and expenses .The intra-group balances and intra-group transactions and unrealised profits have been fully eliminated .
- iii) The wholly owned subsidiary being a new company ,the difference between the cost of investment in the subsidiary over the net asset at the time of acquisition of shares in the subsidiary is NIL and the Minority Interest will be NIL.
- iv) In case of foreign Joint Venture, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All Assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Balance Sheet under Foreign Currency Transalation Reserve.
- v) As far as possible, the Consolidated Financial Statement are prepared using uniform Accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate Financial Statements

C) Investments

Investments other than subsidiary and Joint Venture have been accounted as per Accounting Standard (AS)-13 on "Accounting For Investments.

D) Other Significant Accounting Policies

These are set out under "Significant Accounting Policies"as given in the Company's separate Financial Statement

Consolidated Notes Accompanying Financial Statements

₹. In Lacs

| Particulars | 31.03.2016 | 31.03.2015 |
|--|------------|------------|
| Note No.2 (a) Authorised, Issued, Subscribed, Paid-up share capital and par value per share | | |
| Authorised Share Capital | | |
| 90,00,000 Equity Shares of Rs.10/- each | 900 | 900 |
| 6,00,000 Redeemable Cumulative Preference Shares of Rs.100/- each (Previous year 6,00,000 preference shares of Rs.100 each) | 600 | 600 |
| Issued & Subscribed Share Capital | | |
| 48,16,446 Equity Shares of Rs.10/- each fully paid - up (Previous year 48,16,446 equity shares of Rs.10/- each) | 482 | 482 |
| Paid-up Share Capital | | |
| 48,16,446 Equity Shares of Rs.10/- each fully paid - up (Previous year 48,16,446 equity shares of Rs.10/- each) | 482 | 482 |
| | 482 | 482 |

Note No. 2 (b) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year.

| | 31.03.2016 | 31.03.2015 |
|--|------------|------------|
| Number of shares outstanding as at the beginning of the year | 48,16,446 | 48,16,446 |
| Number of shares outstanding as at the end of the year | 48,16,446 | 48,16,446 |

Note No.2.(c) Shares in the company held by each shareholder holding more than 5% shares

| S. No. | Name of the shareholder | Number of shares held in the company | |
|--------|---------------------------------------|--------------------------------------|------------|
| | | 31.03.2016 | 31.03.2015 |
| 1 | Madurai Tara Traders Pvt Ltd | 7,76,887 | 7,76,887 |
| 2 | Felspar Credit and Investment Pvt Ltd | 6,61,126 | 6,61,126 |
| 3 | Dhanalakshmi Investment Pvt Ltd | 6,29,343 | 6,29,343 |
| 4 | Kurunji Investments Pvt Ltd | 3,46,887 | 3,46,887 |
| 5 | Chinthamani Investments Pvt Ltd | 2,79,220 | 2,79,220 |

Note No.2 (d) Details of allotments of shares for consideration other than cash, allotments of bonus shares and shares bought back (during the period of five years from Financial year 2009-2010)

| Particulars | Amount |
|---|--------|
| Allotment of shares as fully paid-up pursuant to contracts without payments being received in cash | NIL |
| 1,12,500 Equity Shares of Rs 10 each fully paid up allotted on 27/05/2011 pursuant to a Scheme of Amalgamation of "Shri Chintamani Textile Mills Limited" | 11 |

Consolidated Notes Accompanying Financial Statements

(₹ in Lacs)

| Particulars | 31.03.2016 | 31.03.2015 |
|---|---------------|---------------|
| Note No.3. Reserves and Surplus | | |
| (a) Capital Reserves | | |
| Opening Balance | 24 | 24 |
| Additions during the year | 0 | 0 |
| Deductions during the year | 0 | 0 |
| Closing Balance | <u>24</u> | <u>24</u> |
| (b) Capital Redemption Reserve | | |
| Opening Balance | 430 | 430 |
| Additions during the year | 0 | 0 |
| Deductions during the year | 0 | 0 |
| Closing Balance | <u>430</u> | <u>430</u> |
| (c) Revaluation Reserve | | |
| Opening Balance | 216 | 216 |
| Additions during the year | 0 | 0 |
| Deductions during the year | 0 | 0 |
| Closing Balance | <u>216</u> | <u>216</u> |
| (d) Amalgamation Reserve | | |
| Opening Balance | 243 | 243 |
| Additions during the year | 0 | 0 |
| Deductions during the year | 0 | 0 |
| Closing Balance | <u>243</u> | <u>243</u> |
| (e) General Reserve | | |
| Opening Balance | 8,275 | 8,120 |
| Add: | | |
| Transfer from Surplus | 270 | 155 |
| Less: | | |
| Deductions during the year | 0 | 0 |
| Closing Balance | <u>8,545</u> | <u>8,275</u> |
| (f) Foreign Currency Transaction Reserve | | |
| Opening Balance | 31 | 0 |
| Additions during the year | 52 | 31 |
| Deductions during the year | 0 | 0 |
| Closing Balance | <u>83</u> | <u>31</u> |
| (g) Surplus | | |
| Opening Balance | 4,403 | 3,969 |
| Less: Withdrawal on account of Depreciation as per Schedule II of the Companies Act, 2013 | 0 | 846 |
| Add: Reversal of Deferred Tax Liability on account of Transition | 0 | 287 |
| | <u>4,403</u> | <u>3,410</u> |
| Add: | | |
| Profit for the period as per Profit & Loss Statement | 2,690 | 1,583 |
| Less: | | |
| Proposed Final dividend @ 100% Rs. 10.00 Per Share (PY : 75% - Rs.7.50 per share) | 482 | 361 |
| Tax on distributed profits on equity shares | 98 | 74 |
| Transfer to General Reserve | 270 | 155 |
| Closing Balance | <u>6,243</u> | <u>4,403</u> |
| Total Reserves & Surplus | <u>15,804</u> | <u>13,622</u> |

Consolidated Notes Accompanying Financial Statements

(₹ in Lacs)

| Particulars | 31.03.2016 | 31.03.2015 |
|--|---------------|---------------|
| NON-CURRENT LIABILITIES | | |
| Note No.4. LONG TERM BORROWINGS | | |
| (A) TERM LOANS : SECURED | | |
| - from Banks | 14,345 | 18,637 |
| - from Financial Institutions | 3,480 | 4,071 |
| Term loans except the following are secured by joint and equitable mortgage of all immovable properties present and future and by hypothecation of machineries ranking pari-passu with one another. | | |
| (i) Term loans availed from Central Bank of India, Karur Vysya Bank and Indian Bank to the extent of Rs.158.43 Crores are exclusively charged by the specific assets purchased out of the term loan | | |
| (ii) Term loans are repayable Quarterly as per agreement at floating rate of interest. | | |
| (iii) Term loans are guaranteed by the Managing Director. | | |
| (iv) Term loan instalments repayable minimum 4 and maximum 24 instalments. | | |
| (B) CUMULATIVE FIXED DEPOSITS : UNSECURED | | |
| Inter corporate deposit | 200 | 97 |
| | <u>18,025</u> | <u>22,805</u> |
| Note No.5. DEFERRED TAX LIABILITIES (NET) | | |
| Deferred Tax Liabilities | 4,548 | 4,655 |
| Deferred Tax Assets | (521) | (521) |
| Deferred Tax Liabilities (Net) | <u>4,027</u> | <u>4,134</u> |
| CURRENT LIABILITIES | | |
| Note No.6 SHORT TERM BORROWINGS | | |
| (A) LOANS REPAYABLE ON DEMAND - FROM BANKS | | |
| Secured | | |
| Working Capital Loans from banks are secured by the hypothecation of Raw-materials, Stock-in-process, Finished Goods, Stores consumables, Spares and Book debts and are also secured by second charge on block assets. | 25,764 | 25,425 |
| Working capital loans are guaranteed by the Managing Director | | |
| Security Deposit from Director | 1 | 79 |
| | <u>25,765</u> | <u>25,425</u> |
| Note No.7. OTHER CURRENT LIABILITIES | | |
| Current Maturities of Long term Debts | 7,495 | 8,145 |
| Creditor for Capital Goods | 221 | 262 |
| Expenses Payable | 6,884 | 5,868 |
| Statutory Liabilities Payable | 150 | 148 |
| Advance received against Supplies | 597 | 538 |
| Interest accrued but not due on borrowings | 164 | 14 |
| Unclaimed Dividends | 59 | 52 |
| | <u>15,570</u> | <u>15,027</u> |
| Note No.8. SHORT-TERM PROVISIONS | | |
| Proposed Dividend | 524 | 361 |
| Tax on Proposed Dividend | 98 | 74 |
| Provision for income tax | 1,801 | 3,975 |
| Provision for wealth tax | - | 13 |
| For Provident Fund and Other Funds | 100 | 91 |
| Provision for Gratuity | 236 | 236 |
| Provision for Leave Salary | 85 | 67 |
| | <u>2,844</u> | <u>4,817</u> |

Consolidated Notes Accompanying Financial Statements

(2015 -2016) (₹. In Lakhs)

Note No.9 Fixed Assets - Tangible

| Description | Gross Block | | | Depreciation | | | Net Block | | | |
|--------------------------|--------------------------|--------------|-------------------------|--------------------------|----------------------------------|-----------------|------------------------------|----------------------------------|---------------------------|------------------------------|
| | Cost As On 01.04.2015 | Addition | "Sales/ Adjustments" | Cost As On 31.03.2016 | Acc. Dep. As On 01.04.2015 | For The Year | Withdrawal / Adjustments* | Acc. Dep. As On 31.03.2016 | W D V As at 31.03.2016 | W D V As On 31.03.2015 |
| LAND | | | | | | | | | | |
| - OWNED | 1,432 | - | (3) | 1,435 | - | | | | 1,435 | 1,432 |
| - LEASE HOLD | - | 165 | - | 165 | - | 2 | | 2 | 164 | - |
| BUILDINGS | | | | | | | | | | |
| - OWNED | 12,950 | 936 | - | 13,886 | 3,484 | 466 | (18) | 3,968 | 9,919 | 9,467 |
| FURNITURE | | | | | | | | | | |
| - OWNED | 301 | 157 | 3 | 455 | 189 | 43 | 2 | 230 | 225 | 112 |
| PLANT & MACHINERY | | | | | | | | | | |
| - OWNED | 89,129 | 4,875 | 520 | 93,484 | 52,666 | 5,888 | 418 | 58,136 | 35,348 | 36,464 |
| - LEASED OUT** | 1,701 | - | - | 1,701 | 1,538 | 76 | - | 1,614 | 87 | 163 |
| VEHICLES | | | | | | | | | | |
| - OWNED | 602 | 68 | 60 | 610 | 372 | 69 | 35 | 407 | 204 | 230 |
| COMPUTERS | | | | | | | | | | |
| - OWNED | 287 | 135 | 15 | 407 | 248 | 49 | 15 | 283 | 124 | 39 |
| ELECTRICAL INSTALLATIONS | | | | | | | | | | |
| - OWNED | 1,728 | 289 | - | 2,017 | 561 | 203 | - | 764 | 1,253 | 1,167 |
| TOTAL | 108,130 | 6,625 | 595 | 114,160 | 59,058 | 6,796 | 452 | 65,404 | 48,759 | 49,074 |

Note No.10: Capital Work in Progress

| | 31.03.2016 | 31.03.2015 |
|--------------------------------------|--------------|------------|
| Land Pending Registration | 120 | 120 |
| Building | 524 | 296 |
| Plant & Machinery | 773 | 280 |
| Computer under erection | 93 | NIL |
| Electrical equipments under erection | 2 | NIL |
| TOTAL | 1,512 | 696 |

Consolidated Notes Accompanying Financial Statements

(2014 -2015) (₹ in Lacs)

Note No.9 Fixed Assets -- Tangible

| Description | Gross Block | | | Depreciation | | | Net Block | | | |
|-------------------------------------|--------------------------|----------|-----------------------|--------------------------|----------------------------------|-----------------|------------------------------|----------------------------------|------------------------------|------------------------------|
| | Cost as on 01.04.2014 | Addition | Sales/ Adjustments | Cost as on 31.03.2015 | Acc. Dep. as on 01.04.2014 | For The Year | Withdrawal / Adjustments* | Acc. Dep. as on 31.03.2015 | W D V as on 31.03.2015 | W D V as on 31.03.2014 |
| LAND | 1,377 | 17 | | 1,394 | | | | | 1,394 | 1,377 |
| - OWNED BUILDINGS | 12,373 | 616 | | 12,989 | 2,767 | 689 | 28 | 3,484 | 9,505 | 9,606 |
| FURNITURE | 220 | 96 | | 316 | 165 | 29 | 6 | 200 | 116 | 55 |
| - OWNED PLANT & MACHINERY | 83,523 | 5,711 | 97 | 89,137 | 44,859 | 7,087 | 695 | 52,662 | 36,475 | 38,664 |
| - OWNED - LEASED OUT** | 1,701 | | | 1,701 | 1,313 | 207 | 18 | 1,538 | 163 | 388 |
| VEHICLES | 503 | 129 | 29 | 603 | 307 | 91 | (24) | 374 | 229 | 196 |
| - OWNED COMPUTERS | 263 | 13 | | 276 | 218 | 14 | 9 | 241 | 35 | 45 |
| - OWNED ELECTRICAL INSTALLATIONS | 1645 | 102 | 29 | 1718 | 427 | 154 | (20) | 561 | 1157 | 1218 |
| TOTAL | 1,01,605 | 6,684 | 155 | 1,08,134 | 50,056 | 8,292 | 712 | 59,060 | 49,074 | 51,549 |

* Based on transitional provision specified in Notes to Schedule II of the Companies Act, 2013, the carrying amount of Rs. 8,45,37,249/- of the assets where the remaining useful life is nil has been adjusted with opening balance of retained earnings.

** Own assets given on operating lease have been presented separately as leased out in the note as per Accounting Standard (AS) 19 "Accounting for Leases".

Note No.10: Capital Work in Progress

| | 31.03.2015 |
|---------------------|------------|
| Land under Progress | 120 |
| Building | 296 |
| Plant & Machinery | 280 |
| TOTAL | 696 |

Consolidated Notes Accompanying Financial Statements

NOTE NO.11. NON-CURRENT INVESTMENTS - AT COST - LONG TERM

₹. in Lacs

| S. No | Particulars | No of Shares | 31.03.2016 | No of Shares | 31.03.2015 |
|------------|--|--------------|------------|--------------|------------|
| (A) | Trade Investments | | | | |
| I | Investments in Equity Instruments - Unquoted | | | | |
| 1 | Cuddalore Sipcot Industries common utilities Limited | 4,665 | 5 | 4,665 | 5 |
| 2 | Loyal Dimco Group A.E.B.E.(Joint venture 50%) | 50,000 | 18 | 50,000 | 18 |
| 3 | SIMA Textile Processing Centre Ltd | 20,000 | 2 | 20,000 | 2 |
| 4 | Loyal Textiles (UK) Ltd (49%) | 2,450 | Nil | 2,450 | Nil |
| 5 | Loyal Tired Cotton Farming and Ginning P.L.C (Joint Venture 51%) | | Nil | 3,085 | 91 |
| 6 | Loyal IRV Textile LDA, Portugal (Joint Venture 51%) | 2,550 | 2 | | |
| 7 | Echanda Urja Private Ltd | 63010 | 6 | | Nil |
| 8 | TVH Energy Resource Private Ltd | 196400 | 20 | | Nil |
| 0 | Aggregate Amount of Unquoted Investments | | 53 | | 116 |
| II | Investments in Equity Instruments - Quoted | | | | |
| | Kitex Garments Limited | 2000 | | 2,000 | 1 |
| (B) | Non-trade Investments | | | | |
| (i) | Investments in Equity Instruments | | | | |
| 1 | Central Bank of India | 1,469 | 2 | 1,469 | 2 |
| 2 | Reliance gold -ETF-Units | 6,750 | 133 | 6,750 | 133 |
| 3 | Larsen and Toubro Limited | 412 | 5 | 412 | 5 |
| 4 | Oil & Natural Gas Corporation Ltd | 27,665 | 100 | 27,665 | 100 |
| 5 | Page Industries Limited | 75 | 10 | 75 | 10 |
| 6 | State Bank of India | 20,850 | 56 | 20,850 | 56 |
| 7 | Hatsun Agro Food | 2,820 | 10 | | - |
| | | | 316 | | 306 |
| | Investments in Equity Instruments - Unquoted | | | | |
| | Matrimony.com ltd | 1058 | 10 | | NIL |
| | (ii) Investment in Government or trust securities | | 83 | | 77 |
| | Aggregate Amount | | 410 | | 384 |
| | Total | | 463 | | 500 |

Aggregate market value of quoted investments : Rs.339.04 Lacs

| Particulars | ₹. in Lacs | |
|---|---------------|---------------|
| | 31.03.2016 | 31.03.2015 |
| NOTE NO.12. LONG-TERM LOANS AND ADVANCES | | |
| Capital Advances | Nil | 32 |
| Unsecured, Considered good | 516 | 618 |
| TOTAL | 516 | 650 |
| Note No.13. INVENTORIES | | |
| (a) Raw Materials | 3,663 | 4,262 |
| (b) Work-in-progress | 4,140 | 3,400 |
| (c) Finished Goods | 7,802 | 7,246 |
| (d) Stores, spares and Packing Materials | 1,074 | 852 |
| TOTAL | 16,679 | 15,760 |

Consolidated Notes Accompanying Financial Statements

| Particulars | ₹. in Lacs | ₹. in Lacs |
|---|----------------|-----------------|
| | 31.03.2016 | 31.03.2015 |
| NOTE NO.14. TRADE RECEIVABLES | | |
| (A) Trade receivables outstanding for more than six months from the date they become due for payment: | | |
| (i) Unsecured, Considered good | 43 | 164 |
| (ii) Considered doubtful | 453 | 369 |
| | 496 | 533 |
| Less : Allowance for bad and doubtful | (453) | (369) |
| | 43 | 164 |
| (B) Trade receivables (others) | | |
| (i) Unsecured, Considered good | 6,464 | 9,184 |
| TOTAL | 6,507 | 9,348 |
| Note No.15. SHORT TERM LOANS AND ADVANCES | | |
| Tax payments pending Adjustments | 3 175 | 5 392 |
| Staff Advance | 31 | Nil |
| TOTAL | 3,206 | 5,392 |
| NOTE NO.16. CASH AND CASH EQUIVALENTS | | |
| (I) Cash and cash equivalents | | |
| Balance with banks | 186 | 351 |
| Cash on hand | 24 | 21 |
| (II) Earmarked Bank Balances | | |
| Unpaid Dividend Bank account | 59 | 52 |
| (III) Bank balances held as margin money or as security | 302 | 415 |
| TOTAL | 571 | 839 |
| NOTE NO.17. OTHER CURRENT ASSETS | | |
| Interest Subsidy Receivable | 729 | 693 |
| Export Benefits Receivable | 1 512 | 2,511 |
| Advances recoverable in cash or in kind or for value to be received | 7,235 | 7,462 |
| Deposits | 1,706 | 809 |
| TOTAL | 11,182 | 11,475 |
| NOTE NO.18. REVENUE FROM OPERATIONS | | |
| Sale of Products | 107,469 | 1,31,592 |
| Sale of Services | 462 | 430 |
| Other operating Revenues | 7,918 | 8,643 |
| TOTAL | 115,849 | 1,40,665 |
| NOTE NO.19. OTHER INCOME | | |
| Interest Income | 107 | 100 |
| Dividend Income | 57 | 1 |
| Other Non operating income | 95 | 64 |
| TOTAL | 259 | 165 |

Consolidated Notes Accompanying Financial Statements

| Particulars | ₹. in Lacs | ₹. in Lacs |
|--|----------------|---------------|
| | 31.03.2016 | 31.03.2015 |
| NOTE NO.20. COST OF MATERIALS CONSUMED | | |
| i) Cotton, Staple Fibre and Cotton waste | 33,992 | 38,401 |
| ii) Yarn | 9,199 | 12,273 |
| iii) Cloth | 273 | 295 |
| iv) Dyes | 563 | 510 |
| v) Reflective band | 371 | 323 |
| TOTAL | 44,398 | 51,802 |
| NOTE NO.21. PURCHASE OF STOCK-IN-TRADE | | |
| Yarn | 13,681 | 23,912 |
| Cloth | 10,682 | 14,380 |
| Garments | (3,038) | (2076) |
| TOTAL | 21,325 | 36,216 |
| NOTE NO.22. CHANGES IN INVENTORIES | | |
| OPENING STOCK | | |
| Process Stock | 3,232 | 2,527 |
| Finished goods | 6,579 | 7,070 |
| Stock in trade | 10,734 | 967 |
| TOTAL (A) | 20,545 | 10,564 |
| LESS: CLOSING STOCK | | |
| Process Stock | 3,953 | 3,232 |
| Finished goods | 6,894 | 6,579 |
| Stock in trade | 11,973 | 927 |
| TOTAL (B) | 22,820 | 10,738 |
| CHANGES IN INVENTORIES (A-B) | | |
| Process Stock | (721) | (705) |
| Finished goods | (314) | 491 |
| Stock in trade | (205) | 40 |
| NET (A - B) | (1,240) | (174) |
| Note No.23. EMPLOYEE BENEFITS EXPENSES | | |
| Salaries, Wages and Bonus | 7,593 | 6,847 |
| Unavailed earned Leave | 122 | 85 |
| Contribution to Provident Fund and other funds | 850 | 760 |
| Other Welfare Expenses | 748 | 770 |
| TOTAL | 9,313 | 8,462 |
| NOTE NO.24. FINANCE COSTS | | |
| Interest Expenses | 5,405 | 6,854 |
| Other Borrowing Cost | 73 | 69 |
| TOTAL | 5,478 | 6,923 |

Consolidated Notes Accompanying Financial Statements

| Particulars | ₹. in Lacs | ₹. in Lacs |
|---|---------------|---------------|
| | 31.03.2016 | 31.03.2015 |
| NOTE NO.25. DEPRECIATION AND AMORTISATION EXPENSES | | |
| 1) Building | 466 | 689 |
| 2) Plant and Machinery | 5,964 | 7,478 |
| 3) Furniture | 43 | 36 |
| 4) Vehicle | 69 | 90 |
| 5) Computers | 49 | - |
| 6) Electrical Installations | 203 | - |
| 7) Amortization expenses- Land | 2 | - |
| TOTAL | 6,796 | 8,293 |
| NOTE NO.26. OTHER EXPENSES | | |
| Freight and forwarding charges | 2,772 | 3,830 |
| Brokerage and Commission | 1,632 | 2,166 |
| Selling Expenses | 348 | 373 |
| PAYMENT TO THE AUDITORS | | |
| As Auditors | 18 | 35 |
| For Taxation Matters | 11 | 4 |
| For Certification work | 3 | 1 |
| For Service Tax | 4 | 2 |
| For Reimbursement of Expenses | 2 | 1 |
| Conversion and Processing Charges | 1,859 | 2,017 |
| Stores Consumed | 4,142 | 4,214 |
| Power and Fuel | 9,649 | 9,410 |
| Rent | 33 | 8 |
| Repairs to Building | 366 | 332 |
| Repairs to Machinery | 2,759 | 2,504 |
| Insurance | 216 | 237 |
| Rates and Taxes excluding Taxes on Income | 344 | 892 |
| Provision for Doubtful Debts | 84 | 144 |
| Expenditure on CSR Activities | 50 | 70 |
| Miscellaneous Expenses | 2,270 | 1,955 |
| TOTAL | 26,562 | 28,195 |

27) The following subsidiary /Joint Venture are considered in the Consolidated Financial Statements

| Name | Country of incorporation | % of ownership interest | Nature of Business |
|--------------------------------------|--------------------------|-------------------------|-----------------------------------|
| DIRECT SUBSIDIARY | | | |
| Loyal International Sourcing P Ltd., | India | 100.00 | Textile- Trading |
| JOINT VENTURE | | | |
| Gruppo P&P Loyal Spa | Italy | 47.50 | Sale of garment and fabrics |
| Loyal Dimco Group A.E.B.E | Ethiopia | 51.00 | No operations |
| Loyal IRV Textile LDA, Portugal | Portugal | 51.00 | Not Significant for Consolidation |

Consolidated Notes Accompanying Financial Statements

28) Additional Information as required under Schedule III to the Companies Act, 2013, of enterprises Consolidated as subsidiary/Joint Venture

| Name of the enterprise | Net Asset | | Share in profits or loss | |
|---|-----------------------------------|----------------------|-------------------------------------|----------------------|
| | As a % of consolidated Net Assets | Amount in Lakhs (Rs) | As % of Consolidated Profit or Loss | Amount in Lakhs (Rs) |
| Parent Loyal Textile Mills Limited. | 93.21 | 15180 | 96.55 | 2 597.48 |
| Subsidiary Loyal International Sourcing Private Limited | (0.72) | (118) | (3.60) | (96.96) |
| Joint Venture Foreign Gruppo P&P Loyal SPA, Italy Loyal Dimco Group A.E.B.E. Greece* Loyal IRV Textile LDA, Portugal (Joint Venture)** | 7.52 | 1224 | 7.06 | 189.88 |
| TOTAL | 100.00 | 16,286 | 100.00 | 2,690.40 |

* The operations of Loyal Dimco Group A.E.B.E. (under the process of winding up) are not significant in relation to the Group's business.

** The operations of Loyal IRV Textile LDA, Portugal are not significant in relation to the Group's business

29) Contingent Liabilities (To the extent not provided for) (₹ in Lakhs)

| Sl. No | Particulars | 31.03.2016 | 31.03.2015 |
|---------------------|---|------------|------------|
| i) | Claim against the Company not acknowledged as debts | 26.30 | 26.30 |
| ii) | Counter Guarantee given to Banks | 100.80 | 100.80 |
| iii) | On Account of Bills discounted | 8,585.64 | 15,686.12 |
| iv) | Disputed income tax demand not provided for- Appeals filed before Appellate Authorities/ revision petition pending. | - | 1,086.48 |
| v) | Disputed Sales tax demand not provided for | 125.81 | 143.28 |
| vi) | Disputed Service tax, Excise / Customs duty not provided for | 109.05 | 125.38 |
| vii) | On account of export obligation covered by letter of undertaking | 2,985.18 | 2,826.03 |
| Commitment : | | | |
| vii) | Estimated amount of Contracts remaining to be executed on Capital Accounts and not provided for | 1,106.38 | 1,574.75 |
| ix) | The amount of capital commitments / contingencies incurred in respect of jointly controlled entities | - | - |

30. No significant restriction is attached on the investments held outside India.

31) The Cash and Cash equivalents in the Cash Flow Statement include foreign currency balances, which does not include any amount, which is of restrictive realisability.

32) Power and fuel cost is net of Rs. 30.91 Crores (P.Y. Rs. 36.57 Crores) being electricity generated through wind mills.

33) Borrowing cost capitalised during the year Rs. 20.83 Lakhs (PY Nil)

Consolidated Notes Accompanying Financial Statements

- 34) In respect of jointly Controlled entities, the company's share of assets, liabilities, income and expenditure of the joint venture companies are as follow:

| Particulars | As at 31.03.2016 Amount in Lakhs (₹.) |
|--|---|
| (i) Assets | |
| Fixed Assets | 533.51 |
| Non-Current Investments | 82.52 |
| Non-Current Assets | 0.00 |
| Current Investments | 0.00 |
| Current Assets | 3,170.13 |
| (ii) Liabilities | |
| Long term Borrowings | 0.00 |
| Non-Current Liabilities and provisions | 0.00 |
| Short term Borrowings | 1,402.65 |
| Current Liabilities and provisions | 1,008.50 |
| (iii) Income | 4,468.18 |
| (iv) Expenses | 4,188.19 |

- 35) The audited Financial Statement of foreign Joint Venture has been prepared in accordance with the Generally Accepted Accounting Principles of its Country of Incorporation. There are no material transactions from 1st January, 2016 to 31st March, 2016 in respect of Joint Venture having Financial Year ended 31st December, 2015.

- 36) Deferred tax liability mainly represent timing difference relating to depreciation of Rs. 45.48 Crores (P.Y. Rs. 46.55 Crores) and Deferred asset mainly represent timing difference on account of deferred allowance of Rs. 5.21 Crores (P.Y. Rs.5.21 Crores) under Income Tax Act, 1961.

- 37) Disclosure regarding Derivative Instruments:

- a) The Company enters into forward contracts either to hedge its foreign exchange exposure or to reduce costs and not for any speculative purposes. The Company has not entered into any derivative deals during the year and the Company has no outstanding derivative exposure as on 31st March 2016
- b) The net gain earned of Rs.5.50 lakhs by the company on cancellation of Forward Contracts during the year is grouped under Miscellaneous Expenditure. As the Company has taken forward cover only for hedging purposes, the Company is not required to mark to market the forward contracts as on the Balance Sheet date.

| EARNINGS PER SHARE | 31.03.2016 | 31.03.2015 |
|--|---------------------|--------------|
| (a) Opening / Closing number of shares | 48,16,446 | 48,16,446 |
| (b) Profit / Loss after Tax Expense | 26,90,39,582 | 15,82,64,060 |
| (c) Earnings per share (Rs.) | 55.86 | 32.86 |
| (d) Face value of shares (Rs.) | 10.00 | 10.00 |

- 39) Based on the information available with the Company, the principal amount due to Micro Small and Medium Enterprises as on 31.03.16 is Rs. NIL. There has been no overdue principal amount and therefore no interest is paid / payable.

- 40) The Company has adopted the Accounting Standard (AS) 15

Post employment benefits :

- (a) Provident fund and other funds:

Being a defined contribution plan, the company makes fixed monthly contributions, in respect of covered employees, to the Government managed funds and the company has no legal obligation to pay any further sum beyond the contribution made towards the claims settled. The company has during the year recognised Rs. 457.42 lacs (P.Y. Rs.398.28 lacs) as expense towards contribution towards these plans.

Consolidated Notes Accompanying Financial Statements

(b) Gratuity:

The company provides for gratuity, a defined benefit plan, covering eligible employees. The provision for the accrued liability as at the balance sheet date is made as per actuarial valuation, using the Projected unit credit method. Based on the valuation the incremental liability is contributed to the gratuity trust. Trustees administer the contributions made, by investing the funds in approved securities. The company has an obligation to make good the short fall, if any, between the contributions and the settlements.

i) Changes in the present value of the obligation - reconciliation of opening and closing balances: (₹.)

| Particulars | 31.03.2016 | 31.03.2015 |
|--|----------------------------|---------------------------|
| | Gratuity, (Funded,Plan) | Gratuity (Funded Plan) |
| Opening balance of Present Value of the Obligation | 9,28,12,007 | 7,32,19,885 |
| Interest Cost | 71,26,302 | 64,62,881 |
| Current Service Cost | 66,93,449 | 57,10,973 |
| Benefits Paid | (28,98,332) | (43,98,437) |
| Actuarial loss/(gain) | (24,26,194) | 1,18,16,705 |
| Closing balance of Present Value of the Obligation | 10,13,07,232 | 9,28,12,007 |

ii) Reconciliation of changes in the fair value of plan Assets:

| Particulars | 31.03.2016 | 31.03.2015 |
|--|-------------|-------------|
| Opening balance Fair Value of Plan Asset | 8,10,53,227 | 7,47,74,273 |
| Expected return on plan assets | 74,50,060 | 59,99,404 |
| Contribution by the Company | 1,26,28,857 | 48,35,000 |
| Benefits Paid | (28,98,332) | (43,98,437) |
| Actuarial gain/(loss) | (6,45,264) | (1,57,013) |
| Closing balance of Fair Value of Plan Assets | 9,75,88,548 | 8,10,53,227 |

iii) Reconciliation of Fair value of Assets & Obligation

| | 31.03.2016 | 31.03.2015 | 31.03.2014 | 31.03.2013 | 31.03.2012 |
|--|--------------|---------------|-------------|-------------|-------------|
| Present value of the obligation | 10,13,07,232 | 9,28,12,007 | 7,32,19,885 | 7,02,43,028 | 6,05,89,942 |
| Fair value of the Plan assets | 9,75,88,548 | 8,10,53,227 | 7,47,74,273 | 6,18,18,916 | 5,71,29,672 |
| Surplus / (Deficit) | (37,18,684) | (1,17,58,780) | 15,54,388 | (84,24,112) | (34,60,270) |
| Experience adjustments on plan liabilities (loss) / gain | 20,77,893 | (69,02,393) | 46,83,464 | (16,40,576) | ,25,30,734 |
| Experience adjustments on plan assets (loss) / gain | (6,45,264) | (1,57,013) | 36,14,317 | (1,66,463) | (,38,694) |

iv) The total expenses recognised in the Statement of Profit and Loss is as follows:

| Particulars | 31.03.2016 | 31.03.2015 |
|--|-------------|-------------|
| Current Service Cost | 66,93,449 | 57,10,973 |
| Interest Cost | 71,26,302 | 64,62,881 |
| Expected return on plan assets | (74,50,060) | (59,99,404) |
| Net Actuarial (gain) / loss recognised in the year | (17,80,930) | 1,19,73,719 |
| | 45,88,761 | 1,81,48,168 |

v) Percentage of each category of plan assets to total fair value of plan assets:

| | | |
|---|--------|--------|
| a) Government Securities | 66.42% | 63.30% |
| b) Bank deposits (Special deposit scheme) | 2.30% | 2.79% |
| c) Others / approved securities | 31.28% | 33.91% |

Consolidated Notes Accompanying Financial Statements

- vi) Principal actuarial assumptions used as at the Balance Sheet date:
- | | | |
|--|-------|-------|
| Discount Rate | 7.85% | 7.80% |
| Salary Escalation Rate | 9.00% | 9.00% |
| Attrition Rate | 5.00% | 5.00% |
| Expected rate of return on plan assets | 8.50% | 8.25% |
- vii) The estimates of future salary increases, considered in actuarial valuation, taken into account of inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. The expected rate of return on assets are estimated as per the return on Government of India bonds.
- 41) Certain knitting machinery at Valli Textile Mills and CTM Division are given on cancellable operating lease at a monthly lease rent.
- 42) Research and Development Expenditure (Rs. In Lakhs)
- | Particulars | 31/03/2016 | 31/03/2015 |
|---------------------|------------|------------|
| Capital Expenditure | NIL | 148.72 |
| Revenue Expenditure | 65.09 | 58.98 |
| TOTAL | 65.09 | 207.70 |
- The eligible Revenue and Capital Expenditure are Rs. 65.09 Lakhs and Nil for the year ended 31.03.2016 and Rs. 58.98 lakhs and Rs. 148.72 lakhs for the year ended 31.03.2015.
- 43) In the opinion of the board, all the assets other than fixed assets and non-current investments have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated.
- 44) There is no amount due and outstanding to be credited to Investors' Education and Protection Fund.
- 45) In the absence of required notification prescribed format, relating to the statement of changes to equity, the same is not furnished
- 46) Balances of certain parties are subject to confirmation / reconciliation if any.
- 47) Previous year figures have been regrouped wherever necessary to conform to the current year's classification.
- 48) Figures have been rounded off to the nearest lakh in the financial statement and in the accompanying notes.
- 49) Balances of certain parties are subject to confirmation / reconciliation if any.

Consolidated Notes Accompanying Financial Statements

NOTE NO. 50 : SEGMENT REPORTING

(A) PRIMARY SEGMENT REVENUES, RESULTS AND OTHER INFORMATION

(₹ in Lakhs)

| | Yarn Manufacturing | | Yarn Trading | | Cloth | | Cloth Trading | | Garments | | Total | |
|--|--------------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|--------------|--------------|----------------|----------------|
| | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 |
| Revenue | | | | | | | | | | | | |
| External Sales | 12,790 | 16,623 | 14,971 | 26,548 | 60,301 | 66,871 | 11,483 | 15,353 | 8,139 | 8,015 | 107,684 | 132,337 |
| Inter-segment transfer | | | | | 6,139 | 4,702 | | | | | 6,139 | 4,702 |
| Total | 12,790 | 16,623 | 14,971 | 26,548 | 66,440 | 71,573 | 11,483 | 15,353 | 8,139 | 8,015 | 113,823 | 137,039 |
| Results | | | | | | | | | | | | |
| Segment Results | 3,711 | 3,998 | 817 | 627 | 1,982 | 1,806 | 814 | 557 | 1,546 | 1,028 | 8,869 | 8,221 |
| Add: Unallocated income/ (expenditure) (Net) | | | | | | | | | | | 84 | (185) |
| Profit from Operations | | | | | | | | | | | 8,953 | 8,036 |
| Interest Expenses | | | | | | | | | | | 5,478 | 6,923 |
| Profit before tax | | | | | | | | | | | 3,475 | 1,113 |
| Tax | | | | | | | | | | | 785 | (470) |
| Profit after tax | | | | | | | | | | | 2,690 | 1,583 |
| OTHER INFORMATION | | | | | | | | | | | | |
| Segment Assets | 23,356 | 25,186 | 2,299 | 4,149 | 48,973 | 49,489 | 1,764 | 2,399 | 9,269 | 7,420 | 85,661 | 88,643 |
| Unallocable Assets | | | | | | | | | | | 3,733 | 6,052 |
| Total Assets | | | | | | | | | | | 89,394 | 94,695 |
| Segment Liabilities | 2,293 | 2,753 | 2,695 | 4,556 | 10,808 | 11,449 | 2,067 | 2,635 | 3,828 | 1,376 | 21,691 | 22,769 |
| Unallocable Liabilities | | | | | | | | | | | 4,292 | 4,465 |
| Total Liabilities | | | | | | | | | | | 25,983 | 27,234 |
| Segment Capital Expenditure | 824 | 472 | | | 5,328 | 5,643 | | | 469 | 532 | 6,621 | 6,647 |
| Unallocable Capital Expenditure | | | | | | | | | | | 62 | 37 |
| Total Capital Expenditure | | | | | | | | | | | 6,683 | 6,684 |
| Segment Depreciation | 4,498 | 1,618 | | | 2,021 | 6,483 | | | 266 | 191 | 6,785 | 8,292 |
| Unallocable Depreciation | | | | | | | | | | | 11 | - |
| Total Depreciation | | | | | | | | | | | 6,796 | 8,292 |

(B) SECONDARY SEGMENT - GEOGRAPHICAL

1. An analysis of the sales by geographical market is given below:

| Region | 31.03.2016 | 31.03.2015 |
|---------|------------|------------|
| Europe | 16,137 | 20,075 |
| Asia | 62,275 | 75,409 |
| America | 29,430 | 34,307 |
| Others | 1,493 | 2,546 |
| | 109,335 | 132,337 |

2. Carrying amount of segment assets

| Region | 31.03.2016 | 31.03.2015 |
|---------|------------|------------|
| Europe | 469 | 818 |
| Asia** | 84,295 | 86,324 |
| America | 854 | 1,398 |
| Others | 43 | 104 |
| | 85,661 | 88,644 |

3. Carrying amount of segment liabilities

| Region | 31.03.2016 | 31.03.2015 |
|---------|------------|------------|
| Europe | 280 | 209 |
| Asia | 20,939 | 22,087 |
| America | 449 | 437 |
| Others | 23 | 36 |
| | 21,691 | 22,769 |

**All fixed assets of the company are located in India

Consolidated Notes Accompanying Financial Statements

51) RELATED PARTY DISCLOSURES FOR THE FINANCIAL YEAR ENDED 31.03.2016

| NAME OF THE PARTY | RELATIONSHIP |
|---|--|
| 1. Gruppo P&P Loyal Spa, Italy | Joint Venture Company |
| 2. Loyal Dimco Group A.E.B.E., Greece | Joint Venture Company |
| 3. Loyal IRV Textile LDA, Portugal | Joint Venture Company |
| 4. Loyal International Sourcing Private Limited | Wholly owned subsidiary |
| 5. Hellen Cotton Trading Company Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 6. Kurunji Investment Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 7. Madurai Tara Traders Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 8. Nemesis Cotton Trading Company Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 9. Nike Cotton Traders Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 10. Rhea Cotton Traders Private Limited | Key Managerial Person has a significant interest in the Concern. |
| 11. Sri Manikam Ramaswami - Managing Director | Key Managerial Personnel |
| 12. Sri P.Manivannan (Director) | Key Managerial Personnel |
| 13. Smt Valli M Ramaswami (Woman Director) | Key Managerial Personnel |

(₹ in Lakhs)

| | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 |
|---|--|------------|------------------------------|------------|---|------------|
| Remuneration paid to key managerial personnel | Sri Manikam Ramaswami Managing Director | | Sri P.Manivannan Director | | Smt Valli M Ramaswami Woman Director | |
| Salary, Perquisites and Other allowances | 24.03 | 23.56 | 14.45 | 15.36 | 12.00 | 1.64 |
| Contribution to provident fund - defined contribution plan | 2.16 | 2.16 | 1.04 | 0.94 | 1.44 | 0.20 |
| Contribution to super annuation fund - defined benefit plan | 2.34 | 2.34 | | | | |
| Commission | 100.00 | 30.29 | | | | |
| | 128.53 | 58.35 | 15.49 | 16.30 | 13.44 | 1.84 |

Notes :-

- There is no transaction with Loyal Dimco Group A.E.B.E Greece, during this year
- The information regarding applicable transactions as given in clause 24 of AS 18 is given above

MANIKAM RAMASWAMI
Managing Director

K.J.M. SHETTY
S. VENKATARAMANI
P. MANIVANNAN
R. POORNALINGAM
M. MADHAVAN NAMBIAR
Directors

M. ARUMUGAM
Company Secretary
R. MOHAN
Chief Financial Officer

vide our report of even date attached
For Suri & Co.
Chartered Accountants
Firm Registration No.004283S
R.KRISHNAMOORTHY
Partner
Membership No.020695

Date : 26.05.2016
Place : Chennai

Form AOC - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

| Sl. No. | Particulars | Details |
|---------|---|--|
| 1. | Name of the subsidiary | 1 |
| 2 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | LOYAL INTERNATIONAL SOURCING PRIVATE LIMITED |
| 3 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | INR |
| 4 | Share capital | 2,00,000 |
| 5 | Reserves & surplus | (120,32,755) |
| 6 | Total assets | 2,76,56,960 |
| 7 | Total Liabilities | 3,94,89,715 |
| 8 | Investments | NIL |
| 9 | Turnover | 2,46,66,185 |
| 10 | Profit before taxation | (96,96,183) |
| 11 | Provision for taxation | NIL |
| 12 | Profit after taxation | (96,96,183) |
| 13 | Proposed Dividend | NIL |
| 14 | % of shareholding | 100% |

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations.

NIL

- Names of subsidiaries which have been liquidated or sold during the year.

NIL

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Name of associates/Joint Ventures | Gruppo P&P Loyal spa Italy | Loyal IRV Textile LDA Portugal | LOYAL DIMCO GROUP A.E.B.E Greece |
|--|-------------------------------|--------------------------------------|--|
| 1. Latest audited Balance Sheet Date | 31.12.2015 | NA | NA |
| 2. Shares of Associate / Joint Ventures held by the company at the year end | 3325 Shares | 2550 Shares | 50000 Shares |
| Amount of Investment in Associates / Joint Venture | 1,49,30,077 | 1,98,620 | 1838780 |
| Extend of Holding % | 47.5% | 51% | 50% |
| 3. Description of how there is significant influence | % of Shareholding | % of Shareholding | % of Shareholding |
| 4. Reason why the Associate / Joint venture is not consolidated | Consolidated | No Significant operations | Not In Operation |
| 5. Networth attributable to Shareholding as per latest audited Balance Sheet | 13,75,02,042 | NIL | NIL |
| 6. Profit / Loss for the year | 3,99,75,149 | NIL | NIL |
| i. Considered in Consolidation | 1,89,88,196 | NIL | NIL |
| ii. Not Considered in Consolidation | 2,09,86,953 | NIL | NIL |

1. Names of associates or joint ventures which are yet to commence operations.

NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year.

NIL

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

MANIKAM RAMASWAMI
Managing Director

K.J.M. SHETTY
S. VENKATARAMANI
P. MANIVANNAN
R. POORNALINGAM
M. MADHAVAN NAMBIAR
Directors

M. ARUMUGAM
Company Secretary
R. MOHAN
Chief Financial Officer

vide our report of even date attached
For **Suri & Co.**
Chartered Accountants
Firm Registration No.004283S
R.KRISHNAMOORTHY
Partner
Membership No.020695

Date : 26.05.2016

Place : Chennai

Notes



Lined area for taking notes, consisting of 25 horizontal lines.



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



ATTENDANCE SLIP

I/We hereby record my/our presence at the 70th Annual General Meeting of the Company at 21/4, Mill Street , Kovilpatti – 628501 on Wednesday the 14th day of September, 2016 at 10.45 a.m.

Name of the member/ Proxy :

Folio No./Client id and DP id of member :

Signature of member/proxy :

Note :

1. Members or their proxies / representatives of bodies corporate should bring the attendance slip duly filled in for attending the meeting.
2. ELECTRONIC Copy of the Annual Report for the year 2015-2016 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members whose email address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for the year 2015-2016 and Notice of the AGM along with Attendance Slip and Proxy Form are sent in the permitted mode(s) to all members, whose email is not registered or who have requested for a hard copy of the same.
4. The Company is offering electronic voting facility to its members in respect of the ordinary / special businesses to be transacted at the ensuing AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014.

The Company has engaged the services of National Securities Depository Limited as the authorised agency to provide e-voting facilities. The e-voting particulars are set out below :

| ELECTRONIC VOTING PARTICULARS | | |
|-------------------------------------|---------|--------------|
| EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
| | | |

Please read instructions given at Note No. 19 of the Notice convening the 70th AGM carefully before voting electronically. Members who have cast their vote electronically shall not be allowed to vote again at the meeting.

FORM NO. MGT 11**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the Company : **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

| | |
|----------------------------|--|
| Name of the Member (s) | |
| Registered Address | |
| Email Id | |
| Folio /DP ID-client ID No. | |

I/We being the member(s) holding shares of the above named Company hereby appoint :

- (1) Name
Address
Email Id
Signature _____ or failing him/her;
- (2) Name
Address
Email Id
Signature _____ or failing him/her;
- (3) Name
Address
Email Id
Signature _____ or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 70th Annual General Meeting of the Company, to be held on Thursday, September 14, 2016 at 10:45 a.m. at 21/4 Mill Street, Kovilpatti - 628 501, Tamil Nadu and at any adjournment thereof in respect of the following such resolutions as indicated below:

| Resolution No | Resolutions | Type of resolution |
|--------------------------|---|--------------------|
| Ordinary Business | | |
| 1 | Consider, approve and adopt for the year ended 31 st March 2016. a. Audited Standalone Financial Statements, reports of the Board of Directors and Auditors. b. Audited Consolidated Financial Statements, reports of the Board of Directors and Auditors. | Ordinary |
| 2 | Approval of Final dividend for the year ended 31 st March 2016. | Ordinary |
| 3 | Appointment of Mrs.Valli M Ramaswami who retire by rotation and eligible for re-appointment. | Ordinary |
| 4 | Ratification of Appointment of M/s. Suri & co ., Chartered Accountant , Chennai, as Statutory Auditor at the 70 th Annual General Meeting until 71 st Annual General Meeting. | Ordinary |
| Special Business | | |
| 5 | Ratification of remuneration of the Cost Auditor | Special |

Signed this ____ day of ____ 2016

Signature of the Share holder _____

Signature of proxy holder(s) _____

Affix
revenue
stamp
₹1.00

Note :

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statement and note , please refer to the notice of the 70th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.