

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

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

REF: LTM/BSE/2018-19/Q4/006

May 29, 2019

The General Manager
Bombay Stock Exchange Limited
P J Towers, Dalal Street,
Mumbai – 400 001

Dear Sir,

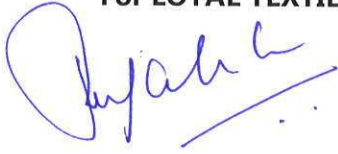
Sub: Annual Secretarial Compliance Report – reg.

This is with reference to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, we herewith submit the Annual Secretarial Compliance report for the year ended 31st March 2019 issued by the Practicing Company Secretary for your kind reference and record.

Thanking You,

Yours faithfully

For LOYAL TEXTILE MILLS LIMITED



P. MAHADEVAN

Company Secretary & Compliance Officer



M. K. BASHYAM, F.C.S.
Company Secretary in Practice

Old No.9A, New No. 43,
Palmal Cross Street
Madurai – 625 001
Cell: 999 411 0512

SECRETARIAL COMPLIANCE REPORT
OF
LOYAL TEXTILE MILLS LIMITED FOR THE YEAR ENDED 31ST MARCH 2019

I have examined:

- a) all the documents and records made available to us and explanation provided by **LOYAL TEXTILE MILLS LIMITED** ("the listed entity")
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines, issued there under, have been examined, include: -

- a) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **(Not Applicable)**
- f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **(Not Applicable)**
- g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **(Not Applicable)**



M. K. Bashyam

M. K. BASHYAM, F.C.S.
Company Secretary in Practice

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- h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **(Not Applicable)**
- i) Securities and Exchange Board of India (Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations, 2013 – **(Not Applicable)**
- j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **(Not Applicable)**
- k) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993– **(Not Applicable)**

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under :



M. K. Bashyam

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Company Secretary in Practice

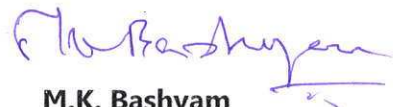
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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
NIL				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2018	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Place: Madurai
Signature:
Date: 15.05.2019



M.K. Bashyam
Practicing Company Secretary
FCS No. : 600
C P No. : 3837



M. K. BASHYAM
COMPANY SECRETARY
FCS-600 C. P. No: 3837