



## YOGAKSHEMAM LOANS LIMITED

CIN:U65992KL1991PLC005965

Regd. Office: Yogakshemam Apartments,  
Kallingal Lane, Thiruvambady PO, Thrissur- 680 022

Phone : 0487 2338984

Website : [www.yogloans.com](http://www.yogloans.com) Email ID : cs@yogloans.com

### NOTICE

Notice is hereby given that the 25<sup>th</sup> Annual General meeting of the shareholders of the company will be held on Saturday , 17<sup>th</sup> September 2016, at 10.30 AM at Kerala Sahithya Academy Auditorium, Palace Road, Thrissur-20 to transact the following ,

#### Ordinary Resolutions

1. To receive, consider and approve the audited financial statements of the company for the year 2015-16 together with the report of the auditors and directors .
2. To appoint director in the place of Mr.N.D.Narayanan, who retires by rotation, and being eligible , offer himself for reappointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Accounts)Rules,2014 , the company hereby ratifies the appointment of M/s. S.R.Batilibo & Associates LLP, Chartered Accountants , Chennai as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting of the company .”

#### Special Resolution

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Sections 42 and Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot up to 100,00,000 (One Crore ) Equity Shares of Rs.10/- each out of the unissued capital of the company on preferential basis .

**RESOLVED FURTHER THAT** the equity shares to be allotted shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in respect of all the rights attached therewith except that they shall be eligible to dividend, if

declared by the Company on or after the date of allotment of such shares ,on pro-rata basis as may be decided by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** subject to the approval of Reserve Bank Of India (RBI), wherever required the Board Of Directors or committee thereof be and are hereby authorized to issue and allot up to 50,00,000(Fifty Lakhs) equity shares to Mr.Unnikrishnan.I., Managing Director & CEO and/or Mrs.Sathylakshmy Unnikrishnan, W/O Mr.Unnikrishnan.I., at a price of Rs.10 per equity shares aggregating to Rs.500,00000 (Rupees Five Crore Only) on a preferential basis within a period of 12 months from the date of passing of this resolution.

**RESOLVED FURTHER THAT** subject to the approval of Reserve Bank Of India (RBI), wherever required the Board Of Directors or committee thereof be are is hereby authorized to issue and allot up to 5000000(Fifty Lakh) equity shares to Mr.Ramachnadran Ottapathu, Director and/or Mrs.Jalajakumari Ramachandran , W/O Mr.Ramachnadran Ottapathu, at a price of Rs.10 per equity shares aggregating to Rs.500,00000(Rupees five crore only) on a preferential basis within a period of 12 months from the date of passing of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors/Board committee on management of the Company be and is hereby authorized to take all such actions and/or to give such directions and to do all such acts and deeds as may be considered necessary or desirable and to accept any

modification(s) in terms of issue of equity shares as may be required by any statutory authority or any other authority and to settle any question or difficulty that may arise with regards to the issue and allotment of equity shares and to alter, vary, add or delete any of terms/conditions thereof as they may deem expedient in the best interest of the Company.”

By order of the Board  
**For Yogakshemam Loans Ltd.,**

Sd/-

**Rajesh Kumar.K**  
**EVP & Company Secretary**

Date: 23-07-2016  
Place: Thrissur

**Note.**

1. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote at the meeting. The proxy need not be a member of the company. The proxy to become effective should be deposited at the registered office of the company at least 48 hours before the meeting.
2. A person can act as proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights . A member holding more than 10 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 proxy of any other member . Proxies submitted on behalf of limited companies, societies ,etc, must be supported by an appropriate resolution/authority as applicable. The proxy-holder shall prove his identity at the time of attending the meeting.
3. Explanatory statement as required under section 102 of the Companies Act, 2013 is attached .

4. Company is providing e –voting facility for the members to cast their votes electronically. A note on the process and procedure of e-voting is annexed in the explanatory statement.
5. Members are requested to register their e- mail address with the company or the registrar, SKDC consultants. In line with the initiatives of the Government on environmental protection, paper communications could be minimised and electronic communication is appreciated. To support this move, members are welcome to register their email address and full bank particulars.
6. Kindly inform the registrar in case there is a change in your address.
7. The record date for ascertaining the eligible shareholders for the purpose of e-voting shall be 10<sup>th</sup> September 2016 and the register of members and share transfer registers will remain closed from 11<sup>th</sup> September 2016 to 17<sup>th</sup> September 2016.
8. Mr. M. Vasudevan, Practising company Secretary, Thrissur is appointed as the scrutinizer for conducting e-voting and voting at the venue of meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item 4 : Preferential Issue of equity shares**

The Board meeting held on 23<sup>rd</sup> July 2016 considered various options for raising additional resources to match the growing business demands. The board has opined that, an infusion of equity capital to the company would be more appropriate as the company would be better equipped with a sizable capital to approach banks and financial institution for appropriate credit lines to expand its business and improve the profitability. Mr.Unnikrishnan. I, Managing Director and Mr.Ramachandran Ottapathu, Director, have offered to infuse additional

capital up to Rs. 5.crore each aggregating to Rs.10.crores. Based on this, the board recommends the resolution in Item 4 for issue of shares on a preferential basis.

***Mr.Unnikrishnan.I., MD & CEO and Mr.Ramachandran Ottapathu,Director, are interested in the proposed resolution to the extent of their respective contribution in the proposed allotment of shares***

The Information as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue is as under:

**(i)Objects of the issue;**

The object of the proposed Preferential issue is to infuse capital for strengthening company's financial position and to help the company to raise more funds from banks and financial institutions to support its growth and prospects.

**(ii) Issue Size, number of Equity Shares to be issued :**

Issuance of 100,00,000 equity shares of face value of 10/- each fully paid up aggregating to Rs.1000,00,000 (Rupees ten crore only)

**(iii) Basis on which the price has been arrived at along with report of the registered valuer;**

The shares are issued at its face value of Rs.10.per share. The shares are valued by Mr.C.K.Manikandan, Chartered Accountant, Thrissur and as per his certificate dated 30<sup>th</sup> June 2016 the fair value of the equity shares of the company as on 30<sup>th</sup> June, 2016 is Rs.9.78 per share. Hence the shares are offered at its face value of Rs.10 per share.

**(iv) Relevant date with reference to which the price has been arrived at;**

The price of the proposed issue arrived with reference to the date as on 30<sup>th</sup> June 2016

**(v) The class or classes of persons to whom the allotment is proposed to be made;**

Shareholders' Class	Name of allottee
Directors & their relatives	Mr.Unnikrishnan .I. & Mrs.Sathyalakshmy Unnikrishnan
NRI Director & Relative	Mr.Ramachandran Ottapathu & Mrs.Jalajakumari Ramachandran

**(vi) Intention of promoters, directors or key managerial personnel to subscribe to the offer;**

Mr.Unnikrishnan.I., Managing Director & CEO , and Mr.Ramachandran Ottapathu ,

Director agreed to subscribe the above shares to infuse capital for strengthening company's financial position and to help the company to raise more funds from banks and financial institutions to support its growth and prospects

**(vii) The proposed time within which the allotment shall be completed;**

Allotment shall be completed within 12 months from the date of passing of special resolution

**(viii) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;**

Name of proposed Allottees	Before the proposed allotment(as on 30 <sup>th</sup> June 2016)		After the proposed allotment	
	Number of Equity Shares	Percentage	Number of Equity Shares	Percentage
Mr.Unnikrishnan.I.	8146600	17.98	14146600	25.56%
Mrs.Sathyalakshmy Unnikrishnan	1000000	2.21		
<b>Sub Total</b>	<b>9146600</b>	<b>20.19</b>		
Mr.Ramachandran Ottapathu	6100500	13.46	18551000	33.54%
Mrs.Jalajakumari Ramachandran	7450500	16.44		
<b>Sub Total</b>	<b>13551000</b>	<b>29.9</b>		

**(ix) The change in control, if any, in the company that would occur consequent to the preferential offer;**

The proposed preferential allotment will not result in any change in control or management of the company. However, there will be corresponding changes in the shareholding as well as voting rights to the extent of the proposed preferential allotment.

**(x) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price; NIL**

**(xi) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: NA**

(xii) The pre issue and post issue shareholding pattern of the company

Sr. No	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A</b>	<b>Promoter's Holding:</b>				
1	Indian:				
	Individual	926700	2.045	926700	1.675
	Bodies Corporate	3141500	6.933	3141500	5.679
	<b>Sub Total</b>	<b>4068200</b>	<b>8.978</b>	<b>4068200</b>	<b>7.355</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub Total(A)</b>	<b>4068200</b>	<b>8.978</b>	<b>4068200</b>	<b>7.355</b>
<b>B</b>	<b>Non Promoters Holding:</b>				
1	Institutional Investor	-	-	-	-
2	Non Institution :				
	Private corporate bodies	2000	0.004	2000	0.004
	Directors and relatives (other than NRI Directors and relatives)	10452249	23.066	15452249	27.936
	Indian Public	17240471	38.047	17240471	31.168
	Others ( including NRI Directors and relatives)	13551000	29.905	18551000	33.538
	<b>Sub Total(B)</b>	<b>41245720</b>	<b>91.022</b>	<b>51245720</b>	<b>92.645</b>
	<b>GRAND TOTAL</b>	<b>45313920</b>	<b>100.000</b>	<b>55313920</b>	<b>100.000</b>

date) of 10<sup>th</sup> September 2016 may cast their vote electronically. The e-

**The instructions for shareholders voting electronically are as under:**

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- (i) The voting period begins on 14<sup>th</sup> September 2016 at 9.00AM and ends on 16<sup>th</sup> September,2016 at 05.00PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record

voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>
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- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN relevant to Yogakshemam Loans Limited on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By order of the Board

**For yogakeshmam Loans Limited**

Sd/-

**Rajesh Kumar.K  
EVP & Company Secretary**

Date: 23-07-2016

Place: Thrissur