

Report of Scrutinizer

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To,

The Chairman of the 27th (Twenty seventh) Annual General Meeting of the Equity Shareholders of **Yogakshemam Loans Limited** held on Friday, 28th September, 2018 at 10.30 A.M. at Kerala Sahithya Academy Auditorium, Palace Road, Thrissur.

Dear Sir,

I, M Vasudevan FCS, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of **Yogakshemam Loans Limited** ('the company') for the purpose of scrutinizing the electronic voting ('e-voting') process and voting by use of ballot at the 27th Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 28th September, 2018 at 10.30 A.M. at Kerala Sahithya Academy Auditorium, Palace Road, Thrissur, in respect of the below mentioned resolutions pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 27th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report to the Chairman based on the reports generated from the electronic voting system and the scrutiny of ballots.
2. In accordance with the notice of the meeting sent to all the members and the public notice pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, the facility for e-voting remained open from 9.00 A.M. on September 24, 2018 to 5.00 P.M. on September 27, 2018. The facility for voting by using ballots was also made available at the venue of the meeting.
3. The equity shareholders holding shares on the cut-off date, i.e. September 21, 2018, were entitled to vote on the resolutions stated in the notice of the meeting.

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4. On the conclusion of voting at the meeting the ballot boxes were opened in the presence of two witnesses and ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The votes cast through remote e-voting were unblocked after conclusion of voting at the meeting in the presence of two witnesses not in the employment of the company.
7. The consolidated result of remote e-voting and poll is as under:

a) Item No. 1 – Ordinary Resolution:

Approval of audited financial statements of the company for the year 2017 - 18 together with the reports of the auditors and directors.

(i) Voted *in favour* of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	4,11,11,094	
Voting by ballot	149	17,46,850	
Total	158	4,28,57,944	100.00

(ii) Voted *against* the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	
Voting by ballot	Nil	Nil	
Total	Nil	Nil	0.00

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	36,400

b) Item No. 2 - Ordinary Resolution:

Re-appointment of Mr. N D Vijayan, Director who retires by rotation.

(i) Voted *in favour* of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	4,11,11,094	
Voting by ballot	146	17,42,410	
Total	155	4,28,53,504	99.99

(ii) Voted *against* the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	
Voting by ballot	4	4,540	
Total	4	4,540	0.01

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	36,400

c) Item No. 3 - Ordinary Resolution:

Appointment of Mr. Santosh Kurup as an Independent Director.

(i) Voted *in favour* of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	4,11,11,094	
Voting by ballot	147	17,45,850	
Total	156	4,28,56,944	99.999

(ii) Voted *against* the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	
Voting by ballot	1	500	
Total	1	500	0.001

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	36,400

d) **Item No. 4 - Special Resolution:**

Payment of remuneration to Managing Director.

(i) Voted *in favour* of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	4,11,11,094	
Voting by ballot	125	15,87,040	
Total	134	4,26,98,134	99.84

(ii) Voted *against* the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	
Voting by ballot	7	67,810	
Total	7	67,810	0.16

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	36,400

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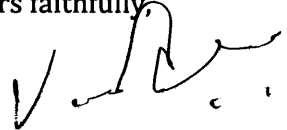
8. The ballots and all other relevant records were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Thrissur

Date: 29.09.2018

Yours faithfully,



M Vasudevan, FCS

M. VASUDEVAN F.C.S.
FCS 4177 / CP 2437
COMPANY SECRETARY
SOORYA GARDENS APARTMENTS
PALIYAM ROAD, THRISSUR-680 001