



BINU THOMAS

29/04/17

**Consolidated Scrutinizer's Report**

[Pursuant to Section 110 of the Companies Act, 2013 and Rules 20, 22 of Companies (Management and Administration) Rules 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable]

The Managing Director  
YOGAKSHEMAM LOANS LIMITED  
CIN: U65992KL1991PLC005965  
YOGAKSHEMAM APARTMENT,  
KALLINGAL LANE, THIRUVAMBADY  
THRISSUR KL 680001 IN

Dear Sir,

I, Binu Thomas, Company Secretary in whole time practice, appointed as scrutinizer by the Board of Directors of Yogakshemem Loans Limited at Board Meeting held on 18<sup>th</sup> March 2017, pursuant to Section 110 of the Companies Act, 2013 and Rules 20, 22 of Companies (Management and Administration) Rules 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, for the purpose of scrutinizing the remote e-voting and physical Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and physical Postal Ballot as per the provisions of Companies Act, 2013 on the resolutions contained in the notice of the Postal Ballot of Yogakshemem Loans Limited, submit my report as under:


1. The remote e voting period commenced on Monday, 27<sup>th</sup> March 2017 at 09.00 AM and ended on Tuesday, 25<sup>th</sup> April 2017 at 05.00 PM. The e-voting facility was provided by Central Depository Services India Ltd (CDSL)
2. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday 18<sup>th</sup> March 2017 were entitled to vote on the resolutions contained in the Notice of the Postal Ballot of Yogakshemem Loans Limited.

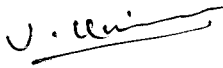


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3. As stated in Rule 22 of the Companies (Management and Administration) Rules 2014, an advertisement was published by the Company in 'Deccan Chronicle' in English and 'Janmabhoomi' in vernacular language Malayalam on 26<sup>th</sup> March 2017 informing about the dispatch of the Postal Ballot Forms, E-voting and other related matters mentioned therein.
4. We have received the Postal Ballot forms and e-voting data from the shareholders during the period starting from 27<sup>th</sup> March 2017 to 25<sup>th</sup> April 2017.
5. The last date for receipt of postal ballot forms in self addressed business reply envelope was Tuesday, 25<sup>th</sup> April 2017 by 05.00 PM. Postal Ballot forms received within the stipulated time were considered for scrutiny. Postal Ballot forms were opened in the presence of two witnesses – Ms. Benila C.B and Mr. Unnikrishnan Venugopalan who are not in the employment of the Company.
6. The remote e-voting results on the CDSL e-voting platform were finalized and downloaded on Thursday, 27<sup>th</sup> April 2017 in the presence of two witnesses – Ms. Benila C.B and Mr. Unnikrishnan Venugopalan who are not in the employment of the Company.

The witnesses mentioned at Sl nos 5 and 6 above have affixed their signatures below in confirmation of the votes being counted/ unblocked in their presence.

a. Signature   
Name: Benila C.B

b. Signature   
Name: Unnikrishnan Venugopalan

7. I report that out of **3022** shareholders, I have received 94 (Ninety Four only) postal ballot forms and 3 (three) e-voting output from 97 shareholders.



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8. After the end of the voting period on 25<sup>th</sup> April 2017 (05.00 PM), I collected all the postal ballots received. The postal ballots and e-votes were scrutinized and the results duly compiled is furnished hereunder:

- **Resolution No.1:** Issue of Secured Redeemable Non Convertible Debentures (NCDs) on private placement basis- upto Rs.150 Crores in one or more tranches during 1 year from the date of this resolution under Section 42. of the Companies Act, 2013

(Special Resolution)

i. Voted in favor of the resolution			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	80	24706695	93.29%
e-voting	3	1730640	6.53%

ii. Voted against the resolution			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	7	44700	0.16%
e-voting	0	0	0

iii. Invalid votes *			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	7	86960	0.32%
e-voting	0	0	0

\* (Completely Invalid 1 {500 VOTES}, Abstained 6 {86460 VOTES})



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- **Resolution No.2:** Authorize the Board to mortgage, lease or otherwise dispose off assets or undertaking of the Company in connection with its borrowing programs under Section 180(1)(a) of the Companies Act, 2013

(Special Resolution)

i. Voted in favor of the resolution			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	79	24704915	93.29%
e-voting	3	1730640	6.53%

ii. Voted against the resolution			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	8	45450	0.17%
e-voting	0	0	0

iii. Invalid votes			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	7	85990	0.32%
e-voting	0	0	0

\* (Completely Invalid 1 {500 VOTES}, Abstained 6 {85490 VOTES})



- **Resolution No.3:** Purchase of land from related parties pursuant to the provisions of Section 188(1)(b) of the Companies Act, 2013 and Rule 15(3)(a) of Companies (Meetings of Board and its Powers) Rules, 2014

(Ordinary Resolution)

i. Voted in favor of the resolution			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	69	22796735	92.46%
e-voting	3	1730640	7.01%

ii. Voted against the resolution			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	11	127700	0.51%
e-voting	0	0	0

iii. Invalid votes			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	14	1911920	7.75%
e-voting	0	0	0

\* (Completely Invalid 1{500 VOTES}, Abstained 13 {1911420 VOTES} of which 7 are related parties who have abstained from voting because of their interest in the resolution. The 7 abstained related parties hold in aggregate 1825930 votes )



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9. SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT & REMOTE E-VOTING

- a. **Resolution 1:** As the number of votes cast in favor of the resolution was more than three times the number of votes cast against, I report that the Special Resolution stated under Item Number 1 in the Postal Ballot Form/ e-voting portal is passed in favour of the resolution with requisite majority
  - b. **Resolution 2:** As the number of votes cast in favor of the resolution was more than three times the number of votes cast against, I report that the Special Resolution stated under Item Number 2 in the Postal Ballot Form/ e-voting portal is passed in favour of the resolution with requisite majority
  - c. **Resolution 3:** As the number of votes cast in favor of the resolution exceeds the number of votes cast against, I report that the Ordinary Resolution stated under Item Number 3 in the Postal Ballot Form/ e-voting portal is passed in favour of the resolution with requisite majority
10. I further report that the Company Secretary/ Managing Director of the Company may declare and confirm the above results of postal ballot and e-voting in respect of resolutions referred herein on Saturday 29<sup>th</sup> April 2017 and may publish it on the website of the Company and CDSL.
11. I further report that the Company has complied with the requisite provisions of the Companies Act 2013 and Rules made thereunder with regard to the remote e-voting and voting by postal ballot.
12. The relevant records and papers relating to e-voting and voting by postal ballot are sealed and handed over to the Company Secretary of the Company for safe keeping.



**BINU THOMAS**

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the e-voting and voting by postal ballot.

Thanking You

Your Faithfully,

Binu Thomas

**Binu Thomas**  
**Practising Company Secretary**  
**M.NO : 28261**  
**CP.NO : 13469**

**YOGAKSHEMAM LOANS LIMITED'S SCRUTINIZER FOR  
REMOTE E-VOTING AND POSTAL BALLOT VOTING**

MEMBERSHIP NO. ACS 28261

CP.NP. 13469

Place : Thrissur

Date: 28<sup>th</sup> April 2017