



BINU THOMAS

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
OTTAPPATH TOWER, ASWINI JUNCTION,
THIRUVAMBADI (P.O),
THRISSUR-680022

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 25th March 2019, 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:

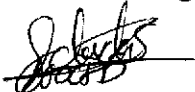
1. The remote e voting period commenced on Monday, 08th April 2019 at 09.00 AM and ended on Tuesday, 07th May 2019 at 05.00 PM. The e-voting facility was provided by Central Depository Services India Ltd (CDSL)
2. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday 22nd March 2019 were entitled to vote on the resolutions contained in the Notice of the Postal Ballot of Yogakshemem Loans Limited.

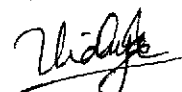


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3. As stated in Rule 22 of the Companies (Management and Administration) Rules 2014, an advertisement was published by the Company in 'Deccan Chronicle' in English and 'Mangalam' in vernacular language Malayalam on 11th April 2019 informing about the 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 08th April 2019 to 07th May 2019.
5. The last date for receipt of postal ballot forms in self addressed business reply envelope was Tuesday, 07th May 2019 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 – Mr. Sarath Devadas and Ms. Vidhya K 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 Wednesday, 08th May 2019 in the presence of two witnesses – Mr. Sarath Devadas and Ms. Vidhya K 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: Sarath Devadas

b. Signature 
Name: Vidhya K

7. I report that out of 2566 shareholders, I have received 51 (fifty one only) postal ballot forms and 29 (twenty nine) e-voting output, constituting total 80 shareholders.



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8. After the end of the voting period on 07th May 2019 (05.00 PM), I collected all the postal ballots received. The postal ballots and e-votes were scrutinized and the results are compiled and furnished hereunder:

- **Resolution No.1:** Issue of Secured Redeemable Non Convertible Debentures (NCDs) on private placement basis- upto Rs.160 Crores in one or more tranches during 1 year from the date of this resolution under Section 42 and 71 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	46	772130	1.80%
e-voting	29	42108964	98.12%

ii. Voted against the resolution			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	0	0	0
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	6	21750	0.05%
e-voting	0	0	0

* (Completely Invalid 2{1500 VOTES}, Abstained 4 {20250 VOTES})



- **Resolution No.2:** Amendment of existing Articles of Association under Section 14 of the Companies Act, 2013 by substitution of new set of articles containing clauses 1 to 122, in line with the model Articles of Association as given in Table F of Schedule 1 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	40	765550	1.79%
e-voting	29	42108964	98.21%

ii. Voted against the resolution			
	Number of shareholders	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	0	0	0
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	12	28330	0.06%
e-voting	0	0	0

* (Completely Invalid 2 {1500 VOTES}, Abstained 10 {26830 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
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 Thursday 09th May 2019 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
Practising Company Secretary
M.NO : 28261
CP.NO : 13469
Binu Thomas

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

MEMBERSHIP NO. ACS 28261

CP.NP. 13469

Place : Thrissur

Date: 08th May 2019