



# YOGAKSHEMAM LOANS LIMITED

CIN:U65992KL1991PLC005965

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

Phone : 0487 2338984

Website : www.yogakshemamloans.com Email ID : cs@yogloans.com

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the Act,) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) including any statutory modification or re-enactment thereof for the time being in force to the members of Yogakshemam Loans Ltd., (hereinafter referred to as 'the Company') to seek their approval by way of Postal Ballot for the proposals contained in the draft resolution appended to this notice.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the resolutions stating the material facts of the proposals are annexed hereto along with the Postal Ballot for your consideration.

The Company in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e. through e-voting services provided by CDSL.

The e-voting period commences at 9.00 am on 30<sup>th</sup> June 2016 and ends at 5.00 pm on 29<sup>th</sup> July, 2016 (both days included). Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing in the postal ballot form attached herewith.

Members are requested to carefully read the instruction printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (5:00 p.m.) on 29<sup>th</sup> July 2016. Please note that any postal ballot form(s) received after the said date will be treated as not received.

Mr.Binu Thomas, Practising Company Secretary has been appointed as the Scrutinizer for the purpose of postal ballot and electronic voting.

The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorized by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The result of the Voting Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on Thursday, 1<sup>st</sup> August, 2016 at the Registered Office of the Company at Yogakshemam, Apartments, Kallingal lane, Thrissur- 680 022. The results of the postal ballot shall also be published on the web site of the company. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

Proposed Resolutions

Item No. 1:

- 1) The following resolution may be passed **as a special resolution** to enable the company to issue Secured Redeemable Non convertible Debentures (NCDs) on a private placement basis.

RESOLVED THAT Pursuant to the provisions of sections 42, and 71 of the Companies Act, read with Rule 14 of the Companies (Prospectus and Allotment) Rules 2014, Rule 18 of the Companies (Share capital and Debenture) Rules 2014 and all other applicable provisions of The Companies Act, 2013 and the Rules made there under, the approval of the company be and is hereby accorded to the Board for the issue and allotment of Secured Redeemable Non-convertible Debentures in private placement Subject to the limit that the aggregate outstanding at any one time should not exceed ₹ 150 crores (Rupees one hundred and fifty crores only) in one or more tranches during one year from the date of this resolution in compliance with the provisions of the regulations made by Reserve Bank of India in this behalf and subject to the compliance with all other applicable provisions of laws and regulations and that the Board may delegate its powers vested here in to any committee to decide the timing of issues, size of each tranche, to prepare the offer letters, allotment of securities to successful allottees and to create securities in favour of one or more trustees."

- 2) The following resolution may be passed **as a special resolution** to authorise the Board to mortgage lease or otherwise disposal of assets or undertakings of the company in connection with its borrowing programs.

RESOLVED THAT the approval of the Share holders be and is hereby accorded under section 180(1)(a) of the Companies Act, 2013 to the Board of directors to create charge or lien or mortgage the assets of the company, moveable or immovable, present or future whether they constitute an undertaking of the company or otherwise for the purpose of obtaining suitable financial assistance for the company or its associates or subsidiaries from banks and other financial institutions or in favour of trustees for debenture holders.

- 3) Amendment to Memorandum of Association to enlarge the scope of main objects of the company and to undertake software development and support services under information technology.

RESOLVED THAT approval of the shareholders be and is hereby given under section 13 of the Companies Act, 2013 and the Companies (incorporation) Rules 2014, to amend the Memorandum of Association of the company by substituting clause IIIA with the following clause for the purpose of enlarging the object of the company to enable it to carry on the business of developing and dealing in computer softwares and to render support services in Information Technology by leveraging its infrastructure facilities and optimum utilisation of capacity in the interest of all stake holders.

*Clause IIIA To lend money on interest on the security of Gold, Silver, real estate or on the security of motor cycle, motor car, bus, lorry, trucks and other automobile vehicles, machinery, land and building, furniture, equipments and appliances, household articles such as televisions, air conditioners, refrigerators, electrical appliances or other consumer durables or on pronotes or bonds on the personal guarantee of one or more solvent individuals, to carry on the business of developing and dealing in computer software, websites and to render support services in Information technology including its export and import. But the Company shall not carry on the business of banking within the meaning of Banking Regulation Act, 1949.*

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

Sd/-

Place : Thrissur

Date : 06.06.2016

**Explanatory note pursuant to section 102 of the Companies Act, 2013**

**Item No. 1**

As a financial institution the company requires substantial amount as working capital. The company has a gross loan book of close to ₹ 105 crores and it is funded out of equity capital and retail borrowings such as Non convertible Debentures and Subordinated debt. The company presently have a nominal credit facility only from bank. Considering the overall position, accumulated loss and credit rating etc, there are challenges for the company to raise resources from banks and financial institutions during this year. However, your management is expecting robust growth for the company and therefore it shall raise alternative resources such as Issue of Redeemable Non-Convertible Debentures (NCDs) through private placement. Your board proposes to issue Secured Redeemable Non Convertible debentures subject to an aggregate outstanding limit of ₹ 150. crores (Rupees one hundred and fifty crores only) at any point of time during the next one year from the date of passing of the resolution. This borrowing will be within the overall borrowing power of the board. The proposal requires approval of the share holders by special resolution in terms of section 42 of

**Rajesh Kumar.K**

EVP & Company Secretary

the Companies Act, 2014 read with Rule 14 of the Companies (Share Capital and debenture) Rules 2014.

*None of the directors and key managerial personnel is interested in this resolution.*

Item No.2

In the course of its operations, the company may have to offer its assets and undertaking as securities to the lenders for the limits sanctioned and in favour of the debenture trustees while issuing secured debentures. Section 180(1)(a) of the Companies Act, mandate the approval of share holders by special resolution for sale, lease or otherwise disposing whole or substantially whole of the undertaking. Since the creation of charge on the assets of the company, present or future amounts to a disposal, the approval of the shareholders is proposed in compliance with the above section.

Hence the resolution is proposed as a Special Resolution.

*None of the directors or key managerial personnel is interested in the resolution.*

Item No. 3

As you are aware the company has initiated several strategic changes over the last 18 months including the in house development of computer software and creation of other IT infrastructure. The company has developed several software meant for captive purposes. Since there are external demands for such and similar software, the company proposes to explore it commercially among indigenous and overseas clients for development and sale of software, back office functioning and support services including sharing of servers and other infrastructure facilities. This will help the company to put to optimum use of capital assets and to generate additional revenue. The main business of the company shall continue to be of non banking finance company. Even though the share of revenue will be marginal from the proposed activities, it is proposed to enlarge the scope of the main objective of the Memorandum of Association of the company as a prudent step.

Since the amendment to Memorandum requires the approval of share holder, the resolution is proposed as special resolution.

*None of the directors or key managerial personnel is interested in the resolution.*

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

- (i) The voting period begins on Thursday, 30<sup>th</sup> June, 2016 at 9.00 AM and ends on Friday, 29<sup>th</sup> July, 2016 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24<sup>th</sup> June 2016 may cast their vote electronically. The e-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.
- (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:

**For Members holding shares in Demat Form and Physical Form**

**PAN**

Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- 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.
- 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.

**Date of Birth (DOB)**

Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- 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 (v).

- (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.
- (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) **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.
- (xx) 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 of Directors  
For Yogakshemam Loans Limited**

Sd/-

Place : Thrissur  
Date : 06.06.2016

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



# YOGAKSHEMAM LOANS LIMITED

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Phone : 0487 2338984

Website : www.yogakshemamloans.com Email ID : cs@yogloans.com

## **POSTAL BALLOT FORM**

(Please read the instruction printed overleaf carefully before completing this form.)

1. Registered Folio No./ DP ID No. & Client ID No. * *(Applicable to investors holding shares in dematerialized form)
2. Name and Registered Address of the sole/first named Member
3. Name(s) of the Joint-Holder(s)/ Member(s), if any
4. Number of shares held

I/we hereby exercise my/our vote in respect of the following Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 06.06.2016 as per the text resolution with explanatory statement by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	Resolution Type	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Issue of Secured Redeemable Non Convertible Debentures(NCDs) on private placement basis- up to ₹ 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			
2.	Authorize the board to mortgage lease or otherwise disposal of assets or undertaking of the company in connection with its borrowing programs under section 180(1)(a) of the Companies Act, 2013	Special Resolution			
3.	Amendment of Memorandum of Association - to enlarge the main objectives of the Company and to undertake software development and support services under Information Technology	Special Resolution			

Place :

Date :

Signature of the Member.  
(Refer instruction No.2. over leaf)

<b>ELECTRONIC VOTING PARTICULARS</b>		
EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD
<b>160625003</b>		

\*Please use default PAN for those who have not registered their PAN.

- Notes : (i) If the voting rights are exercised electronically, there is no need to use this form.  
(ii) Last date for receipt of Postal Ballot Form by Scrutinizer is Saturday, 29<sup>th</sup> July, 2016.

(PTO)

## INSTRUCTIONS

### Process and manner for members opting to vote by using the postal ballot form:

1. Please complete and sign the ballot form and send it, so as to reach the scrutinizer appointed by the board of directors of the company, Mr. Binu Thomas, ACS, Practising Company Secretary, (C.P. No.13469 Membership No. 28261) not later than the close of working hours (5.00 P.M.) on July 29, 2016. For this purpose, a self-addressed envelope is enclosed and postage will be paid by the company, if posted in India. The envelope bears the name and address of the Scrutinizer. However, envelopes containing the Ballot Form, if deposited in person or sent by courier or registered/speed post at the expense of the member will also be accepted. Ballot forms received after July 29, 2016 (5.00 P.M) will be strictly treated as if the reply from the member has not been received.
2. The form should be signed by the member as per the specimen signature registered with the company / depository participants. In case of joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. There will be one form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed form should be accompanied by a certified true copy of the board resolution / authorization together with attested specimen signature(s) of the duly authorized signatory (ies).
4. Votes should be cast, either in favour or against by putting the tick (✓) mark in the column provided for assent/dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on 24.06.2016 ("cut-off date") as per the register of members of the company and as informed to the company by the depositories in case of beneficial owners.
6. A member may request for a duplicate ballot form, if so required. However, the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date specified at Sr.No.1 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The Scrutinizer's decision on the validity of a ballot will be final.
9. Members are requested not to send any other paper along with the ballot form in the enclosed self-addressed envelope and any other paper found in such envelope would be destroyed. Members are also requested not to write anything on the ballot form except giving their name, registered address, no. of shares, assent or dissent and putting their signature.
10. The results of the voting shall be declared on 1<sup>st</sup> August 2016. The results declared, along with the Scrutinizer's report, shall be placed on the company's website at [www.yogakshemamloans.com](http://www.yogakshemamloans.com) and on the website of CDSL after the Chairman / Managing Director declares the result.

### Notes:

1. This ballot form is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A member can opt for only one mode of voting, i.e. either by post or through e-voting. If a member casts votes by both modes, then voting done through e-voting shall prevail and physical ballot form of that member shall be treated as invalid.
3. *For detailed instructions on e-voting, please refer to the notes & instructions appended to the notice.*