



YOGAKSHEMAM LOANS LIMITED

CIN: U65992KL1991PLC005965

Regd.Office:Door No-28/315-D2,Ottappath Tower, Aswini Junction,
Thiruvambadi P.O, Thrissur- 680 022

Phone : 0487 2320102/2320103

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

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting (“EOGM”) of the Members of Yogakshemam Loans Limited will be held on 20th March 2025, at 11.00 A.M., through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at 28/315-D2, Ottappath Tower, Aswini Junction, Thiruvambadi P.O, Thrissur - 680 022.

Proposed Resolutions

Item No. 1.

1) Private placement of Non-Convertible Debentures for the year 2025-26

The following resolution may be passed with or without modification *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,2013 read with Rule 14 of the Companies (Prospectus and Allotment Of Securities) 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(including any re-enactments or amendments thereof), the approval of the company be and is hereby accorded to the Board, including a committee of the Board duly authorized by the Board, for the issue and allotment of Secured Redeemable Non-Convertible Debentures on a private placement basis, whether listed or unlisted, to individuals or institutions in a one or more tranches or series as the board or duly authorized committee of the board deems fit Subject to the condition that the aggregate outstanding limit of

NCDs shall not exceed at any point of time Rs.200.Crores (Rupees two hundred Crores only) during the financial year 2025-26 , including the amount already raised and outstanding as on date, 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.”

By order of the Board of Directors

For Yogakshemam Loans Ltd.,

Sd/-

Mr.RajeshKumar.K.Pillai

EVP & Company Secretary

Place: Thrissur

Date ; 19.02.2025

Note on Extra ordinary General Meeting (EGM)

1. In continuation of this Ministry's General Circular No.14/2020 dated 08.04.2020, Circular No.11/2022 General Circular No.03/2022 dated 05.05.2022 Circular No.09/2023 dated 25.09.2023 and Circular No.09/2024 dated 19.09.2024 has allowed the companies to conduct Extra Ordinary General Meeting(EOGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) up to 30th September 2025. Pursuant to the above circulars, EOGM of the Company shall be conducted through VC/OAVM and hence, the facility for appointment of proxy by the members is not available for this EOGM and the Proxy Form and the Attendance Slip are not annexed to this Notice. Pursuant to the above circulars issued by the Ministry of Corporate Affairs, the Company has decided to send the Notice of the EOGM only through e-mail to all the members of the Company.
2. For convenience of the members and for proper conduct of the EOGM, members can login and join at least 20 minutes before the time scheduled for the EOGM and login facility shall be kept open throughout the proceedings of the EOGM. The facility of participation at the EOGM through VC/OAVM will be made available for 1000 Members on first come first served basis. However, this number does not include the large shareholders i.e. shareholders holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Company has dematerialised its equity shares and the National Securities Depository Limited.(NSDL) and Central Depository Services (India) Limited,(CDSL) have admitted our shares and assigned the ISIN-INE348Y01015. The members are advised to convert the physical certificates to electronic form at the earliest.
5. Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies Management and Administration) Rules, 2014, the Company is pleased to provide its Members the facility for voting through remote e-voting as well as e-voting during the EOGM in respect of all the businesses to be transacted at the EOGM and has engaged Central Depository Services (India) Limited (CDSL) to provide e-voting facility and for participation in the EGM through VC / OAVM facility.

6. Members holding shares in physical form are requested to register their e- mail address with the company or the registrar, MUFG Intime India Private Limited. 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.
7. Kindly inform the registrar in case there is a change in your address in respect of shares held in physical form.
8. Electronic copy of the Notice of EOGM is uploaded on the Company's website www.yogloans.com and is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s)/RTA for communication purposes. Further, Notice of the EOGM is available on the website of CDSL, the agency engaged for providing e-voting facility, i.e., www.evotingindia.com
9. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the EOGM) and voting at the EOGM is **13th March, 2025 (record date)**. Please note that a person, whose name is recorded in the register of members maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting. If Members opt for remote e-voting, then they should not vote at the Meeting. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the meeting can attend the meeting and participate in the meeting but shall not be entitled to cast their vote again.
10. In case of joint holders attending the meeting, the joint holder who is highest in the order of names will be entitled to vote at the meeting.
11. Company has sent notice to all the share holders whose name appeared in the register of member on **14th February 2025** (Cut-off date). Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the record date i.e. 13th March 2025 may obtain the login ID and password by sending an email to @in.mpms.mufg.com. by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evotingindia.com. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. At the end of remote e-voting period, the facility shall forth with be blocked.

12. The Board vide its resolution passed on 27th January,2025 has appointed Mr. BinuThomas (Membership No 28261) Practising Company Secretary, Thrissur as the scrutinizer to scrutinize both the remote e-voting as well as e-voting during the EOGM in a fair and transparent manner
13. The voting period begins at 9.00AM on **17th March 2025** and ends at 5.00 p.m on **19th march 2025** 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 **13th March 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
14. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting electronically or otherwise.

I. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the

	<p>user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the</p>

	screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

II Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and

non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- (a) The shareholders should log on to the e-voting website www.evotingindia.com.
- (b) Click on Shareholders.
- (i) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (c) Next enter the Image Verification as displayed and Click on Login.
- (d) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (e) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA at MUFG Intime India Private Limited, “Surya”, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028, Tamilnadu, Phone: +91422 4958995, 2539835 / 836, Email: coimbatore@in.mpms.mufg.com.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your

Bank Details OR Date of Birth (DOB)	demat account or in the company records in order to login. <ul style="list-style-type: none"> 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).
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN relevant to Yogakshemam Loans Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xi) 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 and enter the details as prompted by the system.
- (xii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(l) 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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should mail to: 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 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.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- (a) For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA email id @in.mpms.mufg.com.
- (b) For Demat shareholders – please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to RTA email id – @in.mpms.mufg.com.

Instructions for shareholders attending the EOGM through VC/OAVM are as under:

- (a) Shareholder will be provided with a facility to attend the EOGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (e) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@yogloans.com. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the EGM. The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@yogloans.com. These queries will be replied to by the company suitably by email.
- (f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (g) Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.
- (h) If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting

Instructions for shareholders for e-voting during the EOGM are as under:-

- (a) The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for Remote e-voting.
- (b) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- (c) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (d) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

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, under help section or write an email to helpdesk.evoting@cdslindia.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY /DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

Item 1:

Issue of Non-Convertible Debentures (NCDs) on private placement basis.

As a financial institution the Company requires substantial amount as working capital. The Company is registering robust growth. As of 31st December 2024 the gross loan book of the company is about Rs. 510 crore*. The source of funds will be the equity capital and borrowings from time to time from different sources and also by issue of various debt instruments. The Company is having a sanctioned credit line of Rs.288 crores from banks and financial institutions. It was also able to raise about Rs.163 crores by the issue of subordinated debt and Non-Convertible Debentures from retail individuals. Considering the liquidity situation generally prevailing in the country your board is of the view that the company should have a diversified source of funding to meet the long term and short terms objectives. The company would be able to raise NCDs on a Private Placement basis from individuals as well as institutions at attractive terms in the coming financial year as well and it is vital for the company to have adequate resources to support the robust business growth targeted for the financial Year 2025-26. Private Placement of NCDs will be in compliance with the applicable regulations issued by RBI, Companies Act and SEBI guidelines(where ever applicable).Therefore your board proposes to issue Secured Redeemable Non-Convertible Debentures (NCDs) on a private placement basis, whether listed or unlisted, to individuals and institutions during the Financial Year 2025-26 subject to condition that the aggregate outstanding limit of NCDs shall not exceed Rs.200.crores (Rupees Two Hundred Crores only) at any point of time during the above financial year including the amounts already raised and outstanding as on date. As of 31st December 2024, the outstanding NCD liability is Rs.88 crores. The borrowing will be within the overall borrowing power of the board. The proposal requires approval of the shareholders by special resolution in terms of section 42 of the Act read with Rule 13 of the SCD Rules and 14 of the PAS Rule.

The Board proposes the resolution in item 1 as a **special resolution** for the consideration and approval of the shareholders.

None of the Directors or KMPs of the company is interested in the above resolution.

**Figures are based on accounts and other record as of 31st December 2024 and are subject to audited*

By order of the Board of Directors
For Yogakshemam Loans Ltd.,
Sd/-

Place: Thrissur
Date ; 19.02.2025

Mr.RajeshKumar.K.Pillai
EVP & Company Secretary