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**Yogakshemam Loans Ltd.,
Regd. Off. Door No.28/315-D2
Ottapathu Tower, Aswini Junction
Thrissur**

Issue of 25,000 (Nos) of Unlisted Secured Redeemable Non Convertible Debentures(NCDs) of Rs. 1,000/- each aggregating to Rs. 250.lacs with an option to retain over subscription up to 50000 NCDs of Rs. 1000 each aggregating to Rs.500.lacs (The over all issue size) on a private placement basis

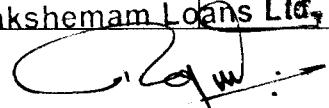
TERMS OF PRESENT ISSUE

Issue will be opening on 01st February ,2020 and will be closing on 26th February ,2020, with the power to the management of the company to close the issue at an early date

1.TABLE OF SERIES, INTEREST RATE, MATURITY VALUE ETC.

Schemes	(issue-2107)	(issue-2108)	(issue-2109)	(issue-2110)
Frequency of interest payment	Monthly	Cumulative	Cumulative	Monthly
Minimum application amount and number	Rs.500000/- (500Nos)	Rs.500000/- (500Nos)	Rs.3,00,000 (300 Nos)	Rs.2500000/- (2500Nos)
Face value	Rs.1000/-	Rs.1000/-	Rs.1000/-	Rs.1000/-
Tenor from the deemed date of allotment	60 months	74months	60 months	60 months
Interest Rate	11% p.a	12%p.a	11% p.a	12%p.a
Maturity amount for one NCD	Rs.1000/-	Rs.2013/-	Rs.1685	Rs.1000/
Frequency of compounding	Not applicable	Annual	Annual	Not applicable
Interest on premature settlement after 2 year	10% p.a	10.5% p.a	10% p.a	10.50%p.a

For Yogakshemam Loans Ltd,


Rajesh Kumar K Pillai
MD & Company Secretary

YOGAKSHEMAM LOANS LTD.

Regd. & Corporate Office: 3rd Floor, Ottapathu Tower, Aswini Junction, Thiruvambady P.O., Thrissur, Kerala- 680022.

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2.The issue of this NCDs will be guided by the relevant circulars issued by the Reserve Bank of India (RBI) from time to time.

3.The NCDs will be allotted only in dematerialized form (electronic form) and company will not issue any debenture certificate(Physical) pursuant to Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules 2014 (Amended Rules notified on10.09.2018).

4. ELIGIBLE INVESTORS

The issue is strictly on a private placement basis. Applicants to whom the company has issued the **private placement offer letter are only eligible to participate** in the present issue program and shall not be deemed as an offer or invitation or advertisement to the public to subscribe for the NCDs covered therein.

5. **CREDIT RATING:** The NCDs have not been rated by any Rating Agency. However, the company has been assigned the rating of BBB- (BWR Tripple B Minus) by BriworkRatings for its long term bank limits.

6. MINIMUM APPLICATION SIZE

Each applications shall be for a minimum of 500 NCDs of Rs.1,000/- aggregating to Rs-500000/- and in multiples of 1 NCD of Rs.1000 thereafter for Scheme first & second ,a minimum of 300 NCD of Rs.1000/- aggregating to Rs-3,00,000/- and in multiples of 1 NCD of Rs.1000 thereafter for Scheme third and a minimum of 2500 NCDs of Rs.1000/- aggregating to Rs.2500000/-and in multiples of 1 NCD of Rs.1000 thereafter for fourth scheme

7. LOAN AGAINST NCDs, PREMATURE CLOSURE ETC.

The company will not sanction loans against NCDs issue in pursuance of this offer letter.

8. PUT AND CALL OPTIONS

Company reserve the right to exercise a call option on the NCDs after a period of 24 months from the date /deemed date of its allotment and before its scheduled redemption. Similarly, the NCD holders may exercise a put option of the NCDs before its maturity but after the expiry of 24 months from the date of its allotment. In case of put and call option, interest will be calculated at 10% for Scheme one and three and 10.5% for Schemes two and four p.a instead of the general rate.

9. INTEREST PAYMENTS

- Interest proceeds of NCDs will be paid only through bank accounts.
- Interest will accrue from the date of receipt of cash/Local cheques and from the date of realization in case of outstation cheques. Interest ceases to accrue from the date of maturity of the NCDs.
- Application money will carry interest as per the scheme till the Deemed date of allotment.
- In respect of Scheme one & four (Monthly interest option) interest will be calculated on a calendar month basis and will be paid on the first working day of the succeeding calendar month.
- On redemption, the interest will be calculated for the period after the last interest payment and till maturity date or date of payment.
- In respect of scheme second & third, (Cumulative option) interest on application money will be paid for the period from the date of realization of cheque till the date of allotment and the interest for the remaining period till the date of maturity/ or date of payment will be paid along with the maturity proceeds

"working day" for the purpose of interest and principal repayment means any day which is not a Saturday, Sunday or a National or a Festival holiday observed by the company (issuer) or under the Negotiable instruments Act,

For Yogakshemam Loans Ltd.,

Rajesh Kumar K Pillai
EVP & Company Secretary,

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10. INCOME TAX

Income Tax at appropriate rates will be deducted at source according to the provisions of law in force at the time of payment, unless prescribed documentary evidence like form 15H/G is filed. Interest on Cumulative Income Scheme will be pro-rated in each financial year" and T.D.S (Wherever applicable) would apply on interest accrued.

11. REDEMPTION

The company shall redeem the NCDs on the due date for redemption as applicable for each debenture. Where the due date falls on a day which is not a working day, the redemption proceeds will be paid on the immediately preceding working day with interest if any calculated up to the date of the repayment.

12. RECORD DATE

Record date is the date at which the company ascertains the holder of debentures for the payment of interest or redemption proceeds. The record date for the purpose of interest payment shall be 7 days prior to the due date of payment and for the purpose of redemption the record date shall be 10 days prior to the due date.

13. PAYMENTS

- a. Payment of principal amount of the debenture, all interests and other monies will be made on the registeredholder as appearing on the register of debenture holders/ beneficial ownership maintained by the depositories on the record date. The payment will be credited to the bank account linked with the demat account of the holders. The company reserves the right to add any other account on the specific request in writing of a debenture holder for the payment of interest.
- b. Incase of joint accounts with former or survivor clause, all payments will be made to former during his life time. Such payments will be made to the survivor only in production of death certificate of former. In case Either or survivor account, the payment will be in favour of first named unless specifically, asked for and in case of anyone or survivor account, the repayment will be made in favour of one who has discharged the Debenture.

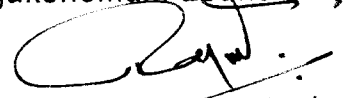
14. SECURITY

The NCDs issued in terms of this offer letter shall be secured by a first ranking *paripassu* in favour of the debenture trustee on all current assets, book debts, receivables both present and future, except those receivable specifically and exclusively charged, such that a security cover of 100% of the outstanding amount of the NCDs and interest thereon is maintained until Maturity Date.

15. TRANSFER AND RECORD DATE

The NCDs are transferable and the transferor and transferee shall ensure that the transfer is affected in the records of the depositories and of the company well before the record date fixed for interest/ principal payments.

For Yogakshemam Loans Ltd.,



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16. DEEMED DATE OF ALLOTMENT:

The Deemed Date of Allotment of the NCDs will be the date on which the Board of Directors or its committee is deemed to have approved the Allotment of NCDs . All benefits under the NCDs including payment of interest will accrue to the NCD holders from the Deemed Date of Allotment. Actual Allotment may occur on a date other than the Deemed Date of Allotment.

17. RIGHTS OF THE NCD HOLDERS:

The NCD holders will not be entitled to any of the rights and privileges available to equity and/or preference shareholders of the Company.

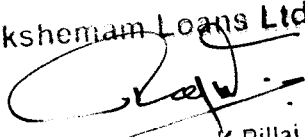
18. FURTHER BORROWING

Company Shall be entitled to make further issue of debentures and/or raise further term loans or raise further funds from time to time from any persons/ banks/ financial institution/ body cooperate/ any other agency subject to the maintenance of adequate security.

19. DEBENTURE TRUSTEE

As per The Companies Act ,2013, CS N.R.Bahuleyan is appointed as the trustee for the debenture and has obtained his consent 1st February, 2020.

For Yogakshemam Loans Ltd.


Rajesh Kumar K Pillai
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