



**Sl.No.02/2018-19
NOTICE**

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Kosamattam Finance Limited will be held at the Registered Office of the Company at Kosamattam Mathew K. Cherian Building Market Junction, M.L. Road Kottayam KL 686001 on **Friday, the 29th September, 2018** at 10.00 AM, to transact the following businesses:

01-02/2018-19 Special business

Increasing Authorised Share Capital

To consider and if thought fit to pass with or without modification the following resolution as Ordinary resolution:

"RESOLVED THAT pursuant to the amalgamation between Kosamattam Mathew K. Cherian Financiers Private Limited and Kosamattam Finance Limited, consent of the members be and is hereby accorded to the Company for combining the Authorised Capital of the Kosamattam Mathew K. Cherian Financiers Private Limited with Kosamattam Finance Limited."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V."

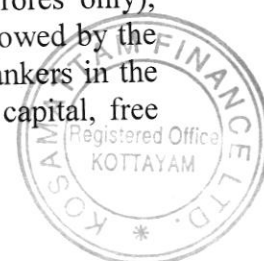
V. The Authorised Share Capital of the Company is Rs. 255,50,00,000/- (Rupees Two hundred fifty five crores and fifty lakhs) divided into 20,55,000 (Twenty lakhs and fifty five thousand) Equity Shares of Rs.1,000/- (Rupees One Thousand only) each and 5,00,000/- (Five lakhs) Preference Shares of Rs.1,000/- (Rupees One Thousand only) each.

02-02/2018-19 Special business

Increasing borrowing limit of the Company

To consider and if thought to fit to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required for an aggregate amount not exceeding Rs. 6,000 Crores (Rupees Six thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and security premium."



"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

03-02/2018-19 Special business


Regularisation of Independent director

To consider and if thought to fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161(4) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts and rules for the time being in force; the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Paul Jose Maliakal (DIN: 07218120) as Independent Director w.e.f. 25th June, 2018 to hold office till 25th March, 2020."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

**BY THE ORDER OF THE BOARD OF DIRECTORS
For Kosamattam Finance Limited**

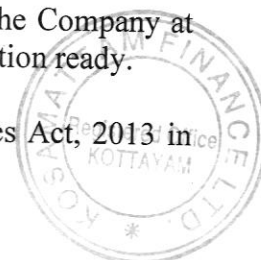

**Mathew K Cherian
Managing Director**

Place: Kottayam

Date: 14/08/2019

Notes

1. A Member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote instead of himself. Proxy need not be a member of the Company. Proxies to be effective should be lodged with the Registered Office of the Company at least 48 hours before the meeting.
2. Members desiring any information or clarification are requested to write to the Company at least 48 hours before the meeting so as to enable the board to keep the information ready.
3. Proxy form is enclosed herewith.
4. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out above is annexed hereto.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

01-02/2018-19 Increasing Authorised Share Capital

Hon'ble National Company Law Tribunal, Chennai vide its Order dated 26.06.2018 permitted the amalgamation of Kosamattam Mathew K. Cherian Financiers Private Limited and Kosamattam Finance Limited. Both the Companies i.e. Kosamattam Mathew K. Cherian Financiers Private Limited and Kosamattam Finance Limited have filed copy of the Order with registrar of Companies, Kerala and Lakshadweep on 19.07.2018 and 27.07.2018 respectively. Accordingly Transferor Company dissolved without winding up w.e.f.19.07.2018.

Kosamattam Finance Limited (Transferee Company) has Authorised capital of Rs. 255,00,00,000/-divided into 20,50,000 Equity Shares of Rs. 1000/- each and 5,00,000/- Preference Shares of Rs. 1,000/- each. As on 19.07.2018, Kosamattam Mathew K. Cherian Financiers Private Limited has Authorised Capital of Rs. 50,00,000 divided into 5,000 Equity shares of Rs. 1,000/- each. Pursuant to the merger Authorised Share Capital of the Kosamattam Finance Limited shall be increased by the Authorised Share Capital of the transferor Company and the same shall be amounting to Rs.255,50,00,000/- (Rupees Two hundred fifty five crores and fifty lakhs) divided into 20,55,000 (Twenty lacs and fifty five thousand) Equity Shares of Rs.1,000/- (Rupees One Thousand only) each and 5,00,000/- (Five Lacs) Preference Shares of Rs.1,000/- (Rupees One Thousand only) each.

Subsequent to the increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company would have to be altered by passing the necessary Resolutions in the Extraordinary General Meeting of the Members of the Company.

Hence the Directors recommend the aforesaid resolution for the approval by the members as ordinary resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

02-02/2018-19 Increasing borrowing limit of the Company

As per Section 180(1) (C) of the Companies Act, 2013, total borrowings of the Company shall not exceed its paid-up share capital, free reserves and securities premium (Apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business). Members of the Company in their Extra ordinary general meeting held on 24th January, 2014 passed a special resolution which allows the Company to borrow maximum upto Rs.3,000 Cr. (Apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business). In order to borrow money beyond the permitted limit of Rs.3,000 Cr., permission of members is required by passing special resolution.

Hence the Directors recommend the aforesaid resolution for the approval by the members as Special resolution.



None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.


03-02/2018-19 Regularisation of Independent director

Mr. Narayanaswamy Chidambara Iyer vacating his office as an Independent director of the Company before the expiry of his term of office and Board of directors in their meeting held on 25th June, 2018, appointed Mr. Paul Jose Maliakal (DIN: 07218120) as Independent director to hold office till the date the outgoing director Mr. Narayanaswamy Chidambara Iyer would have held office i.e. 25th March, 2020. Subsequently Company has filed E-form DIR-12 with Registrar of Companies, Kerala and Lakshadweep on 25th June, 2018 vide SRN G90431420. As per Section 161(4) of Companies Act, 2013, subsequent approval of the members of the Company is required for the appointment of director in casual vacancy.

Hence the Directors recommend the aforesaid resolution for the approval by the members as Ordinary resolution.

None of the Directors other than Mr. Paul Jose Maliakal (DIN: 07218120), Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

**BY THE ORDER OF THE BOARD OF DIRECTORS
For Kosamattam Finance Limited**


**Mathew K Cherian
Managing Director**

**Place: Kottayam
Date: 14/08/2019**

