



Sl.No.03/2018-19

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, March 15th, 2019 at 11.00 AM, to transact the following businesses:

Special business:

01-03/2018-19 Initial Public Offering of the Equity Shares of the Company by way of fresh issue of shares

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

“RESOLVED THAT, in accordance with the provisions of Section 62(1)(c) and any other applicable provisions, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), (“the Act”), including the rules framed thereunder, relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or denotified, as the case may be, the Securities Contracts Regulation Act, 1956, as amended (“SCRA”), and the rules framed thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“SEBI ICDR Regulations”) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) and other applicable Securities and Exchange Board of India (“SEBI”) regulations, circulars, notifications and guidelines, other applicable laws, regulations, policies or guidelines including any foreign investment law, policy, notification, circular, clarification or guideline in India (including any amendment thereto or re-enactment thereof for the time being in force), the equity listing agreement (collectively “Applicable Laws”) to be entered into with the relevant stock exchange(s) where the equity shares the Company are proposed to be listed (“Stock Exchanges”), and the provisions of the Memorandum of Association of the Company and Articles of Association of the Company and subject to the approval of relevant government, statutory and/or regulatory authorities, as required, including the Department of Industrial Policy and Promotion, Government of India (“DIPP”), the SEBI, the Reserve Bank of India (“RBI”), the Registrar of Companies, Kerala and Lakshadweep (“RoC”), the Stock Exchanges and such other approvals, permissions and sanctions, as may be necessary, consents from the lenders of the Company (if any), and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval and sanction of the Members of the Company be and is hereby granted to create, offer, issue and allot Equity Shares up to an aggregate of ₹ 300,00,00,000/- (“Issue”) at a price to be determined by the book building process in terms of the SEBI ICDR Regulations in an initial public offering (provided that such number of additional Equity Shares to the extent of up to 1% (One Percent) of the Issue to the public may be issued and allotted as may be required for the purposes of rounding off to the nearest integer while finalizing the basis of allotment including the issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option, if

any, in terms of the SEBI ICDR Regulations which may include, without limitation, reservation of a certain number of Equity Shares to be offered to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the book running lead managers so appointed ("BRLMs") and as may be permissible under Applicable Laws, including foreign/resident investors, Hindu undivided families, registered foreign institutional investors and their sub-accounts, registered foreign portfolio investors, alternative investment funds, foreign venture capital investors, qualified foreign investors, state industrial development corporations, insurance companies and insurance funds, provident funds, pension funds, national investment fund, insurance funds, trusts/societies registered under the Societies Registration Act, 1860, Indian and/or multilateral and bilateral financial institutions, mutual funds, non-resident Indians, employees and/or workers of the Company, in or out of India, or the members of group companies, Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s)

or entities whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors as may be permitted under Applicable Laws, including qualified institutional buyers and anchor investors as defined under the SEBI ICDR Regulations, whether they be holders of Equity Shares or not, and/or through issue of offer documents and in the manner, and on the terms and conditions as the Board may in its discretion, in consultation with the BRLMs, decide including the price at which the Equity Shares are to be issued, at par or at premium or discount and for cash as determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors and that the Board may, in consultation with the BRLMs, finalize all matters incidental thereto as it may in its discretion think fit."

"RESOLVED FURTHER THAT, in accordance with Applicable Laws, the consent and approval of the members be and is hereby granted to make available for allocation a portion of the IPO to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees (the "Reservation") or to provide a discount to the issue price to retail individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing."

"RESOLVED FURTHER THAT, the Equity Shares so allotted or transferred in the IPO (including any Reservation or green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with existing Equity Shares."

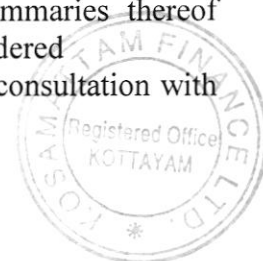




“RESOLVED FURTHER THAT subject to the Applicable Laws, the Equity Shares allotted or transferred pursuant to the IPO be listed at the Stock Exchanges.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the IPO, including, without limitation, the following:

- (i) constituting a committee for the purposes of any issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the IPO, including determining the anchor investor portion and allocate such number of Equity Shares to Anchor Investors in consultation with the BLRMs and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including the listing agreement to be entered into by the Company with the Stock Exchanges;
- (ii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, transfer, offer and allotment of Equity Shares;
- (iii) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) appointing the BRLMs in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;
- (v) seeking, if required, any approval, consent or waiver from any party, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any issue, transfer, offer and allotment of Equity Shares;
- (vi) deciding the pricing and terms of the Equity Shares, the price band, the Bid / Issue Opening and Closing Date, Discount (if any) and all other related matters, including the determination of the minimum subscription for the Issue, in accordance with Applicable Laws;
- (vii) all other related matters regarding the Pre-IPO Placement, including the execution of the relevant documents with the investors, in consultation with the BRLMs and in accordance with Applicable Laws;
- (viii) approval of the draft red herring prospectus (“DRHP”), the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) and any amendments, supplements, notices or corrigenda thereto, together with any summaries thereof (including amending, varying or modifying the same, as may be considered
- (ix) desirable or expedient) in relation to the IPO as finalized in consultation with the BRLM(s), in accordance with Applicable Laws;



- (x) Withdrawing the DRHP or the RHP or not proceeding with the Issue at any stage in accordance with Applicable Laws;
- (xi) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- (xii) appointing, in consultation with the BRLM, the registrar and other intermediaries to the Issue, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;
- (xiii) finalization of any arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the RoC, and any corrigendum, amendments supplements thereto;
- (xiv) authorization of the maintenance of a register of holders of the Equity Shares;
- (xv) finalization of the basis of allotment of the Equity Shares;
- (xvi) acceptance and appropriation of the proceeds of the Issue in accordance with Applicable Laws; and
- (xvii) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the IPO."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, issue price, premium amount on issue, discount, if any, to such categories of investors as permitted under SEBI ICDR Regulations, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares in the IPO and the utilisation of the IPO proceeds in relation to the expansion plans, acquisitions, capital expenditure, other corporate initiatives, or in any other manner it may deem fit, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the IPO, appoint BRLMs, appoint in consultation with the BRLMs other intermediaries such as legal counsels, banks or agencies concerned, enter into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the likes, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the





Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorized herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the members of the Board be severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

"RESOLVED FURTHER THAT Mr. Mathew K. Cherian, Managing Director, Mrs. Laila Mathew, whole-time director, Mrs. Annamma Varghese C., Chief Financial Officer, Mr. Sreenath P., Company Secretary, be severally authorized to execute and sign the documents including but not limited to consent letters, powers of attorney, certificates etc., as may be required in connection with the above."

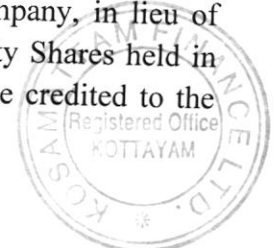
"RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required.

02-03/2018-19 Sub-Division of Equity Shares from the Face Value of Rs. 1000/- per share to Rs. 10/- per share

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

"RESOLVED THAT pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of ₹1,000/- each in the Share Capital of the Company be sub-divided into 100 (Hundred) Equity Shares having a face value of ₹10/- each."

"RESOLVED FURTHER THAT, upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹1,000/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the





respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

"RESOLVED FURTHER THAT, the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

03-03/2018-19 Increase in Authorised Share Capital

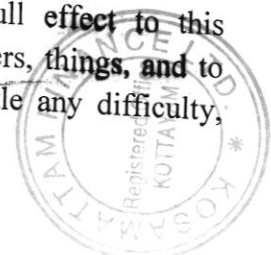
To consider and if thought fit to pass with or without modification the following resolution as Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 61 of the Companies Act, 2013, as amended ("Act") and other applicable provisions of the Act, if any, and relevant rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from ₹255,50,00,000/- (Rupees Two Hundred Fifty Five Crore and Fifty Lakhs) divided into 20,55,00,000 (Twenty Crore and Fifty Five Lakh) equity shares of ₹10 (Rupees ten) each and 5,00,000 (Five Lakh) preference shares of ₹1,000 (Rupees one Thousand) each to ₹5,50,00,00,000 (Five Hundred and Fifty Crore) divided into 5,00,00,000 (Fifty Crore) Equity shares of ₹10 (Rupees Ten) each and 5,00,000 (Five Lakh) Preference Shares of ₹1,000 (Rupees One Thousand) by way of creation of an additional 29,45,00,000 (Twenty Nine Crores and Forty Five Lakh) equity shares of ₹10 (Rupees ten) each, aggregating to ₹294,50,00,000 (Two Hundred and Ninety Four Crore Fifty Lakh)."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 61 of the Companies Act, 2013, as amended ("Act") and other applicable provisions of the Act, if any, and relevant rules made thereunder (including any statutory modifications or re-enactments thereof, for time being in force) and, clause V of the Memorandum of Association be and is hereby amended and substituted by the following:

"V. The Authorised Share Capital of the Company is ₹5,50,00,00,000/- (Five Hundred and Fifty Crores) divided into 5,00,00,000 (Fifty Crore) Equity Shares of ₹10/- (Rupees Ten) each and 5,00,000 (Five lakh) Preference Shares of ₹1,000/- (Rupees one thousand) each."

"RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be authorised to do all such acts, deeds, matters, things, and to give such directions as may be necessary or expedient and to settle any difficulty,



question or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable.”

“RESOLVED FURTHER THAT the Board and/or company secretary be and is hereby severally authorized to do all such acts, things or deeds as may be required to give effect to the aforesaid resolution(s).”

“RESOLVED FURTHER THAT the Board of Directors, Mrs. Annamma Varghese C., Chief Financial Officer and Mr. Sreenath P., the Company Secretary be and are hereby, jointly and severally authorized to do all such acts, deeds, and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

04-03/2018-19 Adoption of new set of Articles of Association

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

“RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association (as placed before the board) be approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT Mr. Mathew K. Cherian, Mrs. Laila Mathew, Directors of the Company and Mr. Sreenath P., Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.201D

05-03/2018-19 Increasing remuneration to Mr. Mathew K. Cherian, Managing Director

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

“RESOLVED THAT pursuant to the provisions of section 197,198, Schedule V and other applicable provisions of the of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), pursuant to Articles of Association of the company and the approval of the members of the Company is hereby taken to approve the alteration in the remuneration structure payable to Mr. Mathew K. Cherian, Chairman and Managing Director of the Company for the remaining tenure of her present term with effect from the conclusion of this extra ordinary general meeting on the salary, Commissions and perquisites as under:





Details of remuneration are:

Salary: ₹10,00,000/- p.m.

Commission: 4% of net profit"

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, approval of members be and is hereby accorded to the Board for payment of remuneration to Mr. Mathew K. Cherian in excess of 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 during his term of appointment."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions."

06-03/2018-19 Increasing remuneration to Mrs. Laila Mathew, Whole-time director

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

"RESOLVED THAT pursuant to the provisions of section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), pursuant to Articles of Association of the company and the approval of the members of the Company is hereby taken to approve the alteration in the remuneration structure payable to Mrs. Laila Mathew, Whole-time director of the Company for the remaining tenure of her present term with effect from the conclusion of this extra ordinary general meeting on the salary, Commissions and perquisites as under:
Details of remuneration are:

Salary: ₹8,00,000/- p.m.

Commission: 4% of net profit"

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, approval of members be and is hereby accorded to the Board for payment of remuneration to Mrs. Laila Mathew in excess of 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 during her term of appointment."





"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions."

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



**Place: Kottayam
Date: 18/02/2019**


**Mathew K Cherian
Managing Director**

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**

ITEM NO. 1 Approval of Initial Public Offering of the Equity Shares including the

Approval of Initial Public Offer and the issuance of equity shares in the Initial Public Offer
The Company intends to list its equity shares of face value of ₹10 each or such other face value as may be deemed appropriate by the Board (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares through a fresh issue of Equity Shares by the Company (“**IPO**”). The Company intends to undertake the IPO and list the Equity Shares at an opportune time, in consultation with the book running lead managers and other advisors and subject to applicable regulatory approvals and other considerations. In accordance with Section 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (the “**Companies Act, 2013**”), the approval of the shareholders of the Company is required by way of a special resolution. The Company proposes to allot such number of Equity Shares of the Company aggregating up to ₹ 300,00,00,000/- (the “**Issue**”) on such terms and at such price or prices and at such time as may be considered appropriate by the Board or a duly authorized committee thereof, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the Issue by way of the book building method in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the “**ICDR Regulations**”).

None of the directors, managers or key managerial personnel of the Company or the relatives thereof is interested in this resolution, except to the extent of Equity Shares that may be subscribed for and allotted in their names pursuant to the Issue.

The Board recommends the resolution set out in item no. 1 of the Notice for your approval as special resolution.

ITEM NO. 2: Sub-Division of Equity Shares from the Face Value of ₹1,000/- per share to ₹10/- per share

In order to attract the retail investors in the proposed IPO, Company has to subdivide the face value of equity shares of ₹1,000/- each to ₹10/- each.

None of the directors, key managerial personnel, or their relatives are interested in or concerned, financially or otherwise, in the resolution set out at item No.2.

The Board recommends the resolution set out in item no. 2 of the Notice for your approval as ordinary resolution.



ITEM NO. 3: Increase in Authorised Share Capital

Presently Authorised capital of the Company is ₹255,50,00,000 /-. Considering proposed IPO of Equity Shares, Company has to increase its authorised equity share capital from ₹255,50,00,000 /- to ₹5,50,00,00,000/-. As per the Section 61 of Companies Act, 2013 members' permission is required for the same.

Considering the proposed increase in Authorised Share capital, Company has to alter capital clause of memorandum of Association as mentioned hereunder;

"V. The Authorised Share Capital of the Company is ₹5,50,00,00,000/- (Five Hundred and Fifty Crores) divided into 5,000,00,000 (Fifty Crore) Equity Shares of ₹10/- (Rupees Ten) each and 5,00,000 (Five lakh) Preference Shares of ₹1,000/- (Rupees one thousand) each."

None of the directors, key managerial personnel, or their relatives are interested in or concerned, financially or otherwise, in the resolution set out at item No.3.

The Board recommends the resolution set out in item no. 3 of the Notice for your approval as Ordinary resolution.

ITEM NO 4: Approval for adoption of new sets of articles of association

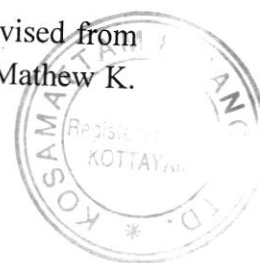
The Board of Directors in its meeting decided to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company. The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day. In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company. The Directors commend passing of this resolution by way of a special resolution.

None of the directors, key managerial personnel, or their relatives are interested in or concerned, financially or otherwise, in the resolution set out at item no. 4.

The Board recommends the resolution set out in item no. 4 of the Notice for your approval as special resolution.

ITEM NO. 5: Revision of the Remuneration by way of salary payable to managing director

The remuneration by way of salary paid to Mr. Mathew K. Cherian has to be revised from ₹8,00,000 to ₹10,00,000 per month. The Directors are of the opinion that Mr. Mathew K. Cherian's knowledge and experience will be of immense value to the Company.



The Special resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197, 203 read with Schedule V to the Companies Act, 2013.

Except Mr. Mathew K. Cherian and his relatives, none of the Directors or key managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution set out at item no.5 of the Notice.

The Board recommends the resolution set out in item no. 5 of the Notice for your approval as special resolution.

Item No. 6: Revision of the Remuneration by way of salary payable to Whole Time Director

The remuneration by way of salary paid to Mrs. Laila Mathew has to be revised from ₹5,00,000 to ₹8,00,000 per month.

The Directors are of the opinion that Mrs. Laila Mathew's knowledge and experience will be of immense value to the Company.

The Special resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197, 203 read with Schedule V to the Companies Act, 2013.

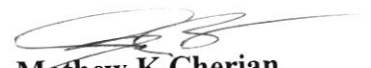
Except Mrs. Laila Mathew, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution set out at item no.6 of the Notice.

The Board recommends the resolution set out in item no. 6 of the Notice for your approval as special resolution.

The Board recommends the resolution set out in item no. 6 of the Notice for your approval.

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




**Mathew K Cherian
Managing Director**

**Place: Kottayam
Date: 18/02/2019**