

Sl.No.01/2018-19

NOTICE

Short notice is hereby given that the **31st Annual General Meeting** of the members of **Kosamattam Finance Limited, CIN- U65929KL1987PLC004729** will be held on **Friday, June 08, 2018 at 10.00 A.M. at The Registered Office, Kosamattam Mathew K. Cherian Building, Market Junction, M. L. Road Kottayam - 686001, Kerala** to transact the following Businesses: -

Ordinary Business:

1. Approval and Adoption of Audited Financial Statements of the Company for the year ended 31st March 2018 along with Auditors' Report and Boards' Report:

To receive, consider and adopt the Balance Sheet as on March 31, 2018, Statement of Profit and Loss and cash flow statement for the year ended March 31, 2018 along with report of directors and auditors thereon and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

"RESOLVED THAT the Company do hereby adopt the Audited Balance Sheet as at 31st March 2018, the Profit & Loss Account for the year ended on that date along with Cash Flow Statement, Notes to Financial Statements, Boards' Report and Auditors' Report thereon for the year ending on that date."

2. To appoint a director in place of Mrs. Laila Mathew who is retiring by rotation and being eligible offers herself for re-appointment.

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

"RESOLVED THAT Mrs. Laila Mathew be and is hereby appointed as a Whole-Time Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

3. Appointment of M/s. Vishnu Rajendran & Co., Chartered Accountants, 3rd Floor, CSI Commercial Centre, Baker Jn., Kottayam, Kerala-686 001 as Statutory Auditor of the Company:

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 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Vishnu Rajendran & Co., Chartered Accountants, 3rd Floor, CSI Commercial Centre, Baker Jn., Kottayam, Kerala-686 001 be and are hereby appointed as Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of 31st Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."



"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

Special Business:

4. Approval of remuneration paid 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 Sections 197 & 198 read with rules framed thereunder, other applicable provisions of the Companies Act, 2013 and resolution passed by the members in their Extra-Ordinary General meeting held on 23rd March, 2015, members be and is hereby approved the remuneration provided to Mr. Mathew K. Cherian, Managing Director for the financial year 2017-2018 which is in excess of 5% of the net profits of the Company."

5. Approval of remuneration paid 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 Sections 197 & 198 read with rules framed there under, other applicable provisions of the Companies Act, 2013 and resolution passed by the members in the Extra-Ordinary General meeting held on 23rd March, 2015, members be and is hereby approved the remuneration provided to Mrs. Laila Mathew, Whole-Time Director for the financial year 2017-2018 which is in excess of 5% of the net profits of the Company."

6. Re-appointment of Mr. Mathew K. Cherian as Managing Director.

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 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 be and is hereby accorded for the reappointment of Mr. Mathew K. Cherian (DIN: 01286073) as Chairman cum Managing Director of the Company for a further period of 5 (five) years from the conclusion of 31st Annual General Meeting on a salary not exceeding ₹8,00,000/- p.m.(Rupees Eight Lacs Only) and commission at 4% of net profits of the Company."

"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."

7. Re-appointment of Mrs. Laila Mathew as Whole-Time Director.



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 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 be and is hereby accorded for the reappointment of Mrs. Laila Mathew (DIN: 01286176) as the Whole-Time Director of the Company for a further period of 5 (five) years from the conclusion of 31st Annual General Meeting on a salary not exceeding ₹ 5,00,000/- p.m.(Rupees Five Lacs Only) and commission at 4% of net profits of the Company."

"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."

BY ORDER OF THE BOARD OF DIRECTORS

Place : Kottayam
Date : May 30, 2018



Sreenath P.
Company Secretary

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.4 Approval of remuneration paid to Mr. Mathew K. Cherian, Managing Director.

Members of the Company in their Extra-Ordinary General meeting held on 23rd March, 2015 accorded their consent to the Board to give remuneration to each director in excess of 5% of net profits of the Company. Accordingly during the Financial year Company has paid ₹60,00,000/- as salary and ₹2,15,00,000/- as Commission to Mr. Mathew K. Cherian, Managing Director.

None of the Directors or KMPs of the Company or their relatives, except Mr. Mathew K. Cherian is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.4 for your consideration and approval by way of Special Resolution.

Item No.5 Approval of remuneration paid to Mrs. Laila Mathew, Whole-Time Director.

Members of the Company in their Extra-Ordinary General meeting held on 23rd March, 2015 accorded their consent to the Board to give remuneration to each director in excess of 5% of net profits of the Company. Accordingly during the Financial year Company has paid ₹36,00,000/- as salary and ₹2,15,00,000/- as Commission to Mrs. Laila Mathew, Whole-Time Director.

The Board of Directors recommends resolution set out at item no.5 for your consideration and approval by way of Special Resolution.

None of the Directors or KMPs of the Company or their relatives, except Mrs. Laila Mathew is concerned or interested in the resolution.

Item No. 6 Re-appointment of Mr. Mathew K. Cherian as Chairman cum Managing Director.

Term of office of Mr. Mathew K. Cherian, Managing Director will be expired on 30th November, 2018. The Board of Directors in their meeting held on 30th May, 2018 has decided to re-appoint Mr. Mathew K. Cherian as Chairman cum Managing Director for a further term of five years from the conclusion of 31st Annual general meeting. The remuneration proposed to be paid to Mr. Mathew K. Cherian is set out below;

- (i) Monthly Salary of ₹8,00,000/-
- (ii) Commission at 4% of net profits of the Company

The Directors are of the opinion that Mr. Mathew K. Cherian's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the acceptance of the Resolution set out at Item No. 6 of the Notice convening the Meeting.

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 read with Schedule V to the Companies Act, 2013.

Except Mr. Mathew K. Cherian, 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



Item No. 7 Re-appointment of Mrs. Laila Mathew as Whole-Time Director.

Term of office of Mrs. Laila Mathew, Whole-Time Director will be expired on 30th November, 2018. The Board of Directors in their meeting held on 30th May 2018 has decided to re-appoint Mrs. Laila Mathew as Whole-Time Director for a further term of five years from the conclusion of 31st Annual general meeting. The remuneration proposed to be paid to Mrs. Laila Mathew is set out below;

- (iii) Monthly Salary of ₹5,00,000/-
- (iv) Commission at 4% of net profits of the Company

The Directors are of the opinion that Mrs. Laila Mathew's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the acceptance of the Resolution set out at Item No. 7 of the Notice convening the Meeting.

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 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.7 of the Notice

BY ORDER OF THE BOARD OF DIRECTORS



Sreenath P.
Company Secretary

Place : Kottayam
Date : May 30, 2018

