

### NOTICE

Notice is hereby given that the **Twenty Ninth Annual General Meeting** of the members of **Kosamattam Finance Limited**, CIN- U65929KL1987PLC004729 will be held on **Friday, July 15, 2016 at 10 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. To receive, consider and adopt the Balance Sheet as on March 31, 2016, Statement of Profit and Loss and cash flow statement for the year ended March 31, 2016 along with report of directors and auditors thereon.
2. To appoint a director in place of **Ms. Jilu Saju Varghese** who is retiring by rotation and being eligible offers herself for re-appointment.
3. 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 (2) and 142(1) of the Companies Act, 2013 read with rules made there under, the reappointment of the statutory auditors of the Company **Cheeran Varghese & Co. Firm Reg. No: 050061S** approved in the **27<sup>th</sup>** Annual General Meeting until **30<sup>th</sup>** Annual General Meeting, is hereby ratified by the members of the Company for another term till the conclusion of next Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company."

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

**"RESOLVED THAT** a dividend of ₹6.93/- and ₹3.01/- per preference shares to whom preference shares were allotted on 09<sup>th</sup> day of March, 2016 and 22<sup>nd</sup> day of March, 2016 respectively (11% on the face value of ₹1000/- at pro-rata basis), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2016 on the paid-up preference share capital of ₹5,67,49,000 and the same be paid to preference shareholders, whose names stand on the Register of Members of the Company on 22<sup>nd</sup> June 2016."

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

**"RESOLVED THAT** a final dividend of ₹1/- per Equity share (0.10% on the face value of ₹1000/- at pro-rata basis), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2016 on the paid-up Equity share capital of ₹138,00,00,000 and the same be paid to Equity shareholders, whose names stand on the Register of Members of the Company on 22nd June 2016."

#### Special businesses

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

**"RESOLVED THAT** pursuant to section 13 and other applicable provisions of the Companies Act, 2013, and subject to the provisions of Memorandum and Articles of Association, the main object clause in the Memorandum of Association be and is hereby altered by addition of the following object;

"5. To act as Mutual fund Distributor and Commission agent."

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

**“RESOLVED THAT** pursuant to section 13 and other applicable provisions of the Companies Act, 2013, and subject to the provisions of Memorandum and Articles of Association, the other object clause in the Memorandum of Association be and is hereby deleted”

**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.

**BY ORDER OF THE BOARD OF DIRECTORS**



**Sreenath P.**  
**Company Secretary**

**Place: Kottayam**  
**Date: 20.06.2016**



## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Special Business 6 & 7:-

Board of Directors in their meeting held on 09.03.2016, decided to enter into new product line of Mutual Fund Distributor in line with RBI circular dated April 30, 2015. Before going for AMFI registration, Company need to insert new object clause which permits do this business. Company in its general meeting held on 10.03.2016, altered it's memorandum of association by inserting new object clause and filed the same with Registrar of Companies, Kerala for getting approval. RoC office advised for resubmission by deleting other object clause in Memorandum of Association. So the Board recommend these special resolutions for the approval of members.

**Memorandum of Association:-**None of the Directors and other key managerial personnel and relatives of theses person concerned or interested, financially or otherwise in this term of special business in his individual capacity.

BY ORDER OF THE BOARD OF DIRECTORS



Sreenath P.  
Company Secretary

Place: Kottayam  
Date: 20.06.2016

