



**NOTICE**

**S.No.02/2016-17**

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 11.00 a.m. on Wednesday the 22<sup>nd</sup> November 2016 at the Registered Office of the Company at, Kosamattam Mathew K. Cherian Building, Market Junction, M. L. Road, Kottayam, Kerala-686001, to transact following business:

**SPECIAL BUSINESS**

**ITEM-1**

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

**"RESOLVED THAT** pursuant to Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') or any statutory modification(s) thereof and Rules framed thereunder and the Memorandum and Articles of Association ('AOA') of the Company, the Authorised capital of the Company be and is hereby increased to Rs.230,00,00,000/- (Rupees Two hundred and Thirty crores) divided into 18,00,000 (Eighteen lacs) Equity Shares of Rs.1000/- (Rupees One Thousand only) each and 5,00,000 (Five Lacs) Preference Shares of Rs.1000/- (Rupees One Thousand Only) each."

**ITEM-2**

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

**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 (1)(c), read with Rules made there under of The Companies Act 2013 and all other applicable provisions of the Companies Act, 2013 if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and other appropriate authorities, including Reserve Bank of India, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permission and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot from time to time, up to 1,20,000 (One Lakh Twenty thousand only) 3% compulsorily convertible cumulative preference shares of face value of Rs.1,000/- (Rupees one Thousand Only) each for Cash at Rs.1,000/-(Rupees one Thousand Only) per share fully paid-up on a preferential allotments basis, on such other terms and conditions as the Board may in its absolute discretion decide at the time of issue of Shares and at such price or prices for the equity shares to be allotted including premium if any as may be determined and approved by the Board in accordance with the such conditions as may be specified from time to time;

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 43 of the Companies Act, 2013 and Rule 9 of Companies (Share capital and Debentures rules), 2014, each compulsorily convertible cumulative preference shares shall;

- a) Carry a preferential right vis-à-vis Equity shares of the Company with respect to the payment of dividend and repayment of capital;
- b) be non-participatory in surplus fund;
- c) be transferable;
- d) carrying 3% return on their investment;
- e) be paid dividend on a cumulative basis;

- f) be non-participatory in surplus assets and profits, on the winding up which may remain after the entire capital has been repaid;
- g) After 5 years from allotment date Preferences Shares shall be converted into such number of equity shares at the higher of;
  - (i) Fair market value determined as on the date of the conversion; or
  - (ii) ₹ 1000 per equity shares (being the face value of the equity shares)
- h) Subscribers to the issue can apply for the preference shares only through banking channel
- i) Company shall remit dividend, if any to the respective Bank accounts of investors
- j) This Offer letter is valid from November 23, 2016 to November 29, 2016.
- k) have rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** approval be and is hereby accorded to the record on private placement (PAS-5) as placed before this meeting;

**RESOLVED FURTHER THAT** approval be and is hereby accorded to the offer letter (PAS-4) as placed before this meeting;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted as may be necessary in accordance with the terms of the offer, all such shares ranking pari passu inter se with the then existing Shares of the Company in all respect.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity shares as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be in its absolute discretion, deemed necessary desirable or expedient to affect the offer, issue allotment of the Equity shares, Issue any letter of offer, sign all deeds documents and writing entering into arrangements for appointment of agencies for managing such issue and pay any fees, remuneration, expenses relating thereto and with power to settle all question, difficulty or doubts that may arise in regard to such issue(s), allotment(s) and Listing as it may, in its absolute discretion deem fit.

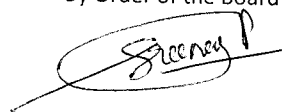
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred to any Committee of Directors or any one or more Directors of the Company."

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of business as set out hereinabove is annexed hereto.

Place: Kottayam  
Date:11.11.2016

By Order of the Board



Sreenath P.  
Company Secretary

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

### Item No. 01

The authorized capital of the company is Rs 200,00,00,000/- (Rupees Two Hundred Crore Only) and it is proposed to increase the authorized Share Capital of the company to Rs 230,00,00,000/- (Rupees Two Hundred and Thirty Crore Only) divided into 18,00,000 (Eighteen lacs) Equity Shares of Rs.1000/- (Rupees One Thousand only) each and 5,00,000 (Five Lacs) Preference Shares of Rs.1000/- (Rupees One Thousand Only) each. The company is required to induct/infuse more funds by way of capital due to stipulation imposed by the bankers of the company and hence it is proposed to increase the authorized and paid up capital of the company. Therefore, the Board of Directors recommends this ordinary resolution for the consideration and approval of the members.

**Memorandum of Interest:** None of the directors, every other Key Managerial Personnel and any relatives of these persons is concerned or interested, financially or otherwise in this item of special business in his individual capacity, except to the extent of proposed allotment or their shareholding and the shareholding of their relatives in the Company.

### Item No. 02

The proposed issue of preference shares contain following features;

- The size of the issue is Rs.12,00,00,000 (rupees twelve crores) divided into 1,20,000 Compulsorily Convertible Cumulative preference Shares of Rs.1000 (one thousand) each for cash;
- The preference shares shall be Compulsorily Convertible Cumulative preference Shares of Rs.1000 (one thousand) each
- Main object of the issue is improve the capital adequacy of the Company and for meeting working capital;
- be issued by way of Private Placement;
- be issued at face value of Rs.1000.00 each
- Since it is issued on private placement basis. Price is fixed at face value of Rs.1000/ each;
- Shares are offered at 3% dividend to the holders on cumulative basis;
- The shares are compulsorily convertible to equity shares on the basis of valuation to be taken as per Rule 13 (2)(h)(ii).
- The shares are compulsorily convertible to equity shares.
- The current shareholding pattern of the Company is;

#### Equity share capital

Sl.No.	Name Of Equity Shareholders	No. Of Shares	Amount	Sharing Pattern (%)
1	Mathew K. Cherian	10,16,004	1,01,60,04,000	73.6235
2	Laila Mathew	2,63,985	26,39,85,000	19.129
3	Jilu Saju Varghese	2	2000	0.000144
4	Saju Varghese	1	1000	0.00007246
5	George Thomas	1	1000	0.00007246
6	Milu George	1	1000	0.00007246
7	Bala Mathew	1	1000	0.00007246
8	Manjusree S.	1	1000	0.00007246
9	Mathew Kurian	1	1000	0.00007246
10	Sam Cherian	1	1000	0.00007246
11	Mithu Thomas	1	1000	0.00007246
12	Sindhu Krishnakumar	1	1000	0.00007246
13	Kosamattam Ventures Pvt. Ltd.	1,00,000	10,00,00,000	7.246
	<b>TOTAL</b>	<b>13,80,000</b>	<b>138,00,00,000</b>	<b>100</b>

**Preference share capital**

SL. NO.	FULL NAME	NO. OF SHARES	AMOUNT	Sharing Pattern (%)
1	ALEYAMMA VARGHESE	500	500000	0.88107279
2	ALEYAMMA VARGHESE	500	500000	0.88107279
3	ANILKUMAR M G	500	500000	0.88107279
4	BABURAJAN SUKUMARAN	500	500000	0.88107279
5	BETTY JAISON	1000	1000000	1.76214559
6	BHARATHAN P.K.	700	700000	1.23350191
7	CHINNAMMA KURIAN	500	500000	0.88107279
8	CHINNAMMA V J	500	500000	0.88107279
9	DR. JOSE JOHN CHUNGATH	2000	2000000	3.52429118
10	GEORGE P P	500	500000	0.88107279
11	GEORGE VARGHESE	500	500000	0.88107279
12	GEORGE VARGHESE	500	500000	0.88107279
13	GRACY THOMAS	500	500000	0.88107279
14	HARITHA SIVARAMAN	500	500000	0.88107279
15	JENNIFER BOBBY	500	500000	0.88107279
16	JITHIN RAJ R	500	500000	0.88107279
17	JOSE ZACHARIA	500	500000	0.88107279
18	JOSEKUTTY GEORGE	500	500000	0.88107279
19	JOY RAPHAEL V.	500	500000	0.88107279
20	KOCHUTHRESSIA THOMAS	500	500000	0.88107279
21	KUKKU TRESA MATHEW	1519	1519000	2.67669915
22	LAKSHMI UNNIKRISHNAN	500	500000	0.88107279
23	LAYA PANTHALLOOKKARAN	500	500000	0.88107279
24	LUKOSE MATHAI	500	500000	0.88107279
25	MAGGY PAULSON	500	500000	0.88107279
26	MATHEW JOSEPH	500	500000	0.88107279
27	MAVELY LAZAR JOSE	500	500000	0.88107279
28	NISHA THOMAS	500	500000	0.88107279
29	O G BABU	500	500000	0.88107279
30	OMANA JOSE	530	530000	0.93393716
31	P M THAMPI	500	500000	0.88107279
32	P O VARGHESE	500	500000	0.88107279
33	PRINCY THOMAS	500	500000	0.88107279
34	SANU S MALAKEEL	1000	1000000	1.76214559
35	SHIRLY MARY SHIBU	1900	1900000	3.34807662
36	SOPHY MATHEW	500	500000	0.88107279
37	SUJA JACOB	500	500000	0.88107279
38	SUJA JOHN	2200	2200000	3.87672029
39	TENCY JOSE	500	500000	0.88107279



40	TOMY D-CRUZ	500	500000	0.88107279
41	USHA PONNAPPAN	500	500000	0.88107279
42	V.NARAYANAN NAMBEESAN	500	500000	0.88107279
43	ABRAHAM P SAMUEL	500	500000	0.88107279
44	ALEYAMMA JOSEPH	620	620000	1.09253026
45	ARUN C THOMAS	500	500000	0.88107279
46	BEENA SHAJI	1000	1000000	1.76214559
47	BRIGIT MATHEW	500	500000	0.88107279
48	CATHERIN JOHN	500	500000	0.88107279
49	ELIZABETH MATHEW	500	500000	0.88107279
50	ELSA CHUMMAR	1400	1400000	2.46700382
51	GEORGE P A	1000	1000000	1.76214559
52	INDIRA DEVI	500	500000	0.88107279
53	JOHN.T.P	980	980000	1.72690268
54	JOSEPH PETER	500	500000	0.88107279
55	JOSEPHKUTTY MATHEW	500	500000	0.88107279
56	JOY PAUL	4500	4500000	7.92965515
57	JUHI JOSEPH	500	500000	0.88107279
58	K P PRAKASAN	500	500000	0.88107279
59	KOCHUMARY CHUMMAR	1800	1800000	3.17186206
60	KURIACHAN T A	500	500000	0.88107279
61	LAKSHMI G	500	500000	0.88107279
62	LILLYKUTTY KURIAN	500	500000	0.88107279
63	LAISA JOSE	550	550000	0.96918007
64	MAPRANATHUKARAN ANTONY ANTONY	750	750000	1.32160919
65	MATHEW KOSHY	500	500000	0.88107279
66	MATHEW VARGHESE	500	500000	0.88107279
67	N.G DAVID	500	500000	0.88107279
68	PARAMBY VARGHESE JOHN	500	500000	0.88107279
69	RAHUL G	500	500000	0.88107279
70	RAVEENDRAN R	500	500000	0.88107279
71	ROSY THOMAS	500	500000	0.88107279
72	SAMUEL THOMAS	500	500000	0.88107279
73	SMITHA MARYLYN THOMAS	500	500000	0.88107279
74	SUDHA.P	500	500000	0.88107279
75	SUJA JACOB	500	500000	0.88107279
76	SUSAN THOMAS	800	800000	1.40971647
77	THOMAS P U	600	600000	1.05728735
78	THOMAS SKARIAH	800	800000	1.40971647
79	UMA PARAMESWARA KAIMAL	500	500000	0.88107279
80	VALSAMMA THOMAS	600	600000	1.05728735
81	VARKEY M T	500	500000	0.88107279
82	VEENA RAJESH	500	500000	0.88107279
	<b>TOTAL</b>	<b>56749</b>	<b>56749000</b>	<b>100</b>

- k) There will be a dilution of 7.71% in the equity share capital on conversion of preference shares in to equity.

**Disclosures:**

a.	The Object of the issue through private placement	Main object of the issue is improve the capital adequacy of the Company and for meeting working capital
b.	The total number of shares to be issued;	1,20,000
c.	The Price or price band at which the allotment is proposed	Since it is issued on private placement basis, Price is fixed at face value of Rs.1000/ each.
d.	Basis on which the price has been arrived at along with report of the registered valuer;	As per valuation report of Mr. Mahesh Hitesh Parihar, M.H.Parihar & Co.,Chartered Accountants, fair Value of each compulsorily convertible and cumulative preference shares is ₹ 983.08.The Company will issue Compulsorily Convertible and cumulative preference shares of face value of ₹ 1000 each at a price of ₹ 1000 each.
e.	Relevant date with reference to which the price has been arrived at;	NA
f.	The Class or Classes of persons to whom the allotment is proposed to be made	As per the list given below (Annex-1)
g.	Intention of promoters/Directors/Key managerial personnel to subscribe to the offer	Nil
h.	Proposed time within which the allotment shall be completed	Within one month from the date of issue opening date.
j.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	As per the list given below (Annex-1)
k.	The change in control, if any, in the company that would occur consequent to the preferential offer	NIL
l.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL
m.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	NA

The pre issue and post issue shareholding pattern of the company is as below:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters' holding :</b>				
1	Indian :				
	Individual	12,79,991	89.09	12,79,991	82.22
	Bodies Corporate	NIL	NIL	NIL	NIL
	<b>Sub Total</b>	<b>12,79,991</b>	<b>89.09</b>	<b>12,79,991</b>	<b>82.22</b>
2	Foreign Promoters	NIL	NIL	NIL	NIL
	<b>Sub Total (A)</b>	<b>12,79,991</b>	<b>89.09</b>	<b>12,79,991</b>	<b>82.22</b>
<b>B</b>	<b>Non-Promoters' holding :</b>				
1	Institutional Investors	NIL	NIL	NIL	NIL
2	Non-Institution :	NIL	NIL	NIL	NIL
	Private Corporate Bodies	1,00,000	6.96	2,20,000	14.13
	Directors and Relatives	4	Negligible	4	Negligible
	Indian Public	NIL	NIL	NIL	NIL
	Others (Including NRIs)	56,754	3.95	56,754	3.65
	<b>Sub Total(B)</b>	<b>1,56,758</b>	<b>10.91</b>	<b>2,76,758</b>	<b>17.78</b>
	<b>GRAND TOTAL</b>	<b>14,36,749</b>	<b>100.00</b>	<b>15,56,749</b>	<b>100.00</b>

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Regd.Office: Kosamattam M.K.C Building  
Market Junction,M.L. Road  
Kottayam - 686 001,Kerala,India

Tel: +91 481 2586400  
Email: info@kosamattam.com  
www.kosamattam.com  
CIN.U65929KL1987PLC004729



**Kosamattam  
Finance Ltd.**

**Memorandum of Interest:** None of the directors, every other Key Managerial Personnel and any relatives of these persons is concerned or interested, financially or otherwise in this item of special business in his individual capacity, except to the extent of proposed allotment or their shareholding and the shareholding of their relatives in the Company.

**Annex-1**

**PROPOSED ALLOTTEES:**

Sl. No.	Full Name	CIN	Address	PAN	Email.ID	No. of shares to be offered	Deemed date of allotment
1	RAJ LAKSHMI AUTO FINANCE PRIVATE LIMITED	U65921WB1992PTC056358	Level 6, Constantia Building, 11-Dr. U.N.Brahmachary Road, Kolkata - 700017	AACCR9135N	rajlakshmiautofinance@gmail.com	27,000	30.11.2016
2	RINSEL TECHNOLOGIES (INDIA) PRIVATE LIMITED	U72200MH2002PTC136857	Shop NO.3, Narayan Ramji Niwas, Carter Road No.2, Near Muncipal School, Borivali (East), Mumbai, City MH 400066	AACCR2843P	rinseltechnologies@gmail.com	93,000	30.11.2016
<b>TOTAL</b>						<b>120,000</b>	

Place: Kottayam  
Date:11.11.2016

By Order of the Board

Sreenath P.  
Company Secretary