

## NOTICE

Shorter Notice is hereby given that an extra-ordinary general meeting of the members of the Company will be held on Wednesday, 29<sup>th</sup> July 2015 at 11 a.m. at the Registered Office of the Company to transact the following business:

### SPECIAL BUSINESS

1. To consider, and if thought fit, to pass the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and allotment of securities) Rules 2014, and subject to the guidelines issued by RBI in this regard for NBFC's, the relevant provisions of the Memorandum and Articles of Association, the Board of Directors of the Company be and is hereby authorised to issue 300,000 (Three Lakh Only) secured, redeemable and non-convertible and non-transferable debentures (“Debentures”) of Rs.1,000/- each, in one or more tranches, on private placement basis in order to meet its requirement of funds for business purposes.

“RESOLVED FURTHER THAT approval of shareholders of the Company be and is hereby granted to draft the private placement offer letter in form PAS-4, as specified under Section 42 and all other applicable provisions of Companies Act, 2013 read with Rule 14 of Companies (Prospectus and allotment of securities) Rule 2014 for purposes of dispatch of the private placement offer letter by the Company to the persons whose name were mentioned in record on private placement”


### 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 Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business as set out above is annexed hereto.

Place: Kottayam  
Date: 25.07.2015



*For Kosamattam Finance Ltd.*

  
Mathew K. Cherian  
Managing Director

Annexure to Notice

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

As per Section 42 of the Companies Act 2013 and Rules made thereunder, a Company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis, is required to obtain the approval of the shareholders by way of special Resolution.

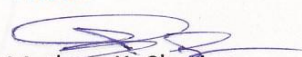
NCDS issued on a private placement basis are a significant source of borrowings for the Company. Reserve Bank of India being the regulatory body of NBFCs had issued new guidelines for the issue of NCDs on private placement basis and the present issue is complying with such regulations.

The approval of the shareholders being sought by way of special resolution as per the provisions of section 42 of the companies Act, 2013 and Rules made thereunder, to enable the company to make offer or invitation to subscribe for NCDS on a private placement basis

None of the Directors and Key Managerial personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution. The members had given their consent to call the meeting at shorter notice.

Place: Kottayam  
Date: 25.07.2015



  
Mathew K. Cherian  
Managing Director