

S.No.04/2015-16

NOTICE

Shorter Notice is hereby given that an Extra-ordinary General Meeting of Kosamattam Finance Limited will be held on Thursday, the 25th February, 2016 at 03.00 p.m. at the Registered Office, Mathew K. Cherian Building, M.L.Road, Market Junction, Kottayam – 686001 to transact the following business.

01-04/2015-16 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 the applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) or any statutory modification(s) thereof and Rules framed thereunder and the Articles of Association (‘AOA’) of the Company, the Authorised capital of the Company be and is hereby increased to Rs.2,00,00,00,000/- (Rupees Two hundred crores) divided into 18,00,000 (Eighteen lacs) Equity Shares of Rs.1000/- (Rupees One Thousand only) each and 2,00,000 (Two Lacs) Preference Shares of Rs.1000/- (Rupees One Thousand Only) each.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Act and other applicable provisions, if any, of the Act or any statutory modification(s) thereof and Rules framed thereunder, the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:

- V. The Authorised Share Capital of the Company is Rs.200,00,00,000/- (Rupees Two hundred crores) divided into 18,00,000 (Eighteen lacs) Equity Shares of Rs.1000/- (Rupees One Thousand only) each and 2,00,000 (Two Lacs) Preference Shares of Rs.1000/- (Rupees One Thousand Only) each.



02-04/2015-16 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 Section 42 of Companies Act, 2013 and rules made thereunder, the relevant provisions of the memorandum and Articles of Association of the Company and other appropriate authorities including Reserve Bank of India, the Board of Directors be and is hereby authorised to create, offer, issue and allot from time to time, upto 1,50,000, (one lakh fifty thousand Only) 11% Compulsorily Convertible cumulative Preference Shares of face value of Rs. 1000/- (Rupees one Thousand Only) each for cash at Rs.1,000/- (Rupees one Thousand Only) per share fully paid-up on private placement basis.

RESOLVED FURTHER THAT approval be and is hereby accorded to the record on private placement (PAS-5) as placed before the 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 in accordance with the provisions of Section 43 of the Companies Act, 2013 each Compulsorily Convertible Cumulative Preference Shares shall:

- a) carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- b) be non-participating in the surplus funds;
- c) be paid dividend on a cumulative basis;
- d) be non-participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;



- e) be compulsorily converted into such number of equity shares of Rs. 1000 each after 3 years from the allotment date.
- f) have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Act;

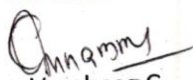
“RESOLVED FURTHER THAT approval of shareholders of the Company be and is hereby granted to draft private placement offer letter in form PAS-4, as specified under Section 42 and all other applicable provisions of Companies Act, 2013 read with Rule 14 of Companies (Prospectus and allotment of Securities)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

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) as it may, in its absolute discretion deem fit.

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 special business as set out above is annexed hereto.

Place: Kottayam
Date:15.02.2016


Annamma Varghese
Company Secretary
For Kosamattam Finance Ltd.

