

**Sl.No.02/2018-19
NOTICE**

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Kosamattam Finance Limited will be held at the Registered Office of the Company at Kosamattam Mathew K. Cherian Building Market Junction, M.L. Road Kottayam KL 686001 on **Friday, the 29th September, 2018** at 10.00 AM, to transact the following businesses:

01-02/2018-19 Special business

Increasing Authorised Share Capital

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

“RESOLVED THAT pursuant to the amalgamation between Kosamattam Mathew K. Cherian Financiers Private Limited and Kosamattam Finance Limited, consent of the members be and is hereby accorded to the Company for combining the Authorised Capital of the Kosamattam Mathew K. Cherian Financiers Private Limited with Kosamattam Finance Limited.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V.”

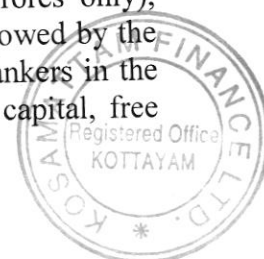
V. The Authorised Share Capital of the Company is Rs. 255,50,00,000/- (Rupees Two hundred fifty five crores and fifty lakhs) divided into 20,55,000 (Twenty lakhs and fifty five thousand) Equity Shares of Rs.1,000/- (Rupees One Thousand only) each and 5,00,000/- (Five lakhs) Preference Shares of Rs.1,000/- (Rupees One Thousand only) each.

02-02/2018-19 Special business

Increasing borrowing limit of the Company

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

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required for an aggregate amount not exceeding Rs. 6,000 Crores (Rupees Six thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and security premium.”



"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

03-02/2018-19 Special business

Regularisation of Independent director

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

"RESOLVED THAT pursuant to the provisions of Section 161(4) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts and rules for the time being in force; the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Paul Jose Maliakal (DIN: 07218120) as Independent Director w.e.f. 25th June, 2018 to hold office till 25th March, 2020."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

**BY THE ORDER OF THE BOARD OF DIRECTORS
For Kosamattam Finance Limited**


**Mathew K Cherian
Managing Director**

Place: Kottayam

Date: 14/08/2019

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.

