

**Sl.No.01/2018-19**

**NOTICE**

Short notice is hereby given that the **31<sup>st</sup> Annual General Meeting** of the members of **Kosamattam Finance Limited, CIN- U65929KL1987PLC004729** will be held on **Friday, June 08, 2018 at 10.00 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. Approval and Adoption of Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2018 along with Auditors' Report and Boards' Report:**

To receive, consider and adopt the Balance Sheet as on March 31, 2018, Statement of Profit and Loss and cash flow statement for the year ended March 31, 2018 along with report of directors and auditors thereon and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

**"RESOLVED THAT** the Company do hereby adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2018, the Profit & Loss Account for the year ended on that date along with Cash Flow Statement, Notes to Financial Statements, Boards' Report and Auditors' Report thereon for the year ending on that date."

**2. To appoint a director in place of Mrs. Laila Mathew who is retiring by rotation and being eligible offers herself for re-appointment.**

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

**"RESOLVED THAT** Mrs. Laila Mathew be and is hereby appointed as a Whole-Time Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

**3. Appointment of M/s. Vishnu Rajendran & Co., Chartered Accountants, 3<sup>rd</sup> Floor, CSI Commercial Centre, Baker Jn., Kottayam, Kerala-686 001 as Statutory Auditor of the Company:**

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 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Vishnu Rajendran & Co., Chartered Accountants, 3<sup>rd</sup> Floor, CSI Commercial Centre, Baker Jn., Kottayam, Kerala-686 001 be and are hereby appointed as Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of 31<sup>st</sup> Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

**Special Business:**

**4. Approval of remuneration paid to Mr. Mathew K. Cherian, Managing Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197 & 198 read with rules framed thereunder, other applicable provisions of the Companies Act, 2013 and resolution passed by the members in their Extra-Ordinary General meeting held on 23<sup>rd</sup> March, 2015, members be and is hereby approved the remuneration provided to Mr. Mathew K. Cherian, Managing Director for the financial year 2017-2018 which is in excess of 5% of the net profits of the Company.”

**5. Approval of remuneration paid to Mrs. Laila Mathew, Whole-Time Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197 & 198 read with rules framed there under, other applicable provisions of the Companies Act, 2013 and resolution passed by the members in the Extra-Ordinary General meeting held on 23<sup>rd</sup> March, 2015, members be and is hereby approved the remuneration provided to Mrs. Laila Mathew, Whole-Time Director for the financial year 2017-2018 which is in excess of 5% of the net profits of the Company.”

**6. Re-appointment of Mr. Mathew K. Cherian as Managing Director.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, approval be and is hereby accorded for the reappointment of Mr. Mathew K. Cherian (DIN: 01286073) as Chairman cum Managing Director of the Company for a further period of 5 (five) years from the conclusion of 31<sup>st</sup> Annual General Meeting on a salary not exceeding ₹8,00,000/- p.m.( Rupees Eight Lacs Only) and commission at 4% of net profits of the Company.”

**“RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, approval of members be and is hereby accorded to the Board for payment of remuneration to Mr. Mathew K. Cherian in excess of 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 during his term of appointment.”

**7. Re-appointment of Mrs. Laila Mathew as Whole-Time Director.**

