

NOTICE
SL.No.02/2019-20

SHORTER NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of the **KOSAMATTAM FINANCE LIMITED** will be held at **11.00 a.m.** on **Tuesday, February 04, 2020** at the Registered Office of the Company at **Kosamattam Mathew K. Cherian Building, Market Junction, M. L. Road, Kottayam - 686001, Kerala** to transact the following Businesses: -

SPECIAL BUSINESS

01-02/2019-20 APPROVAL OF SCHEME OF LOAN TO MANAGING DIRECTOR AND WHOLE TIME DIRECTORS

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

“RESOLVED THAT in accordance with the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), change or re-enactment thereof, for the time being in force), approval of the members of the Company be and is accorded to a Scheme for providing loans to the Company’s Managing Director and Whole-time Directors as follows:

Scheme for Loan to Managing Director and Whole-Time Directors

- 1. Objective:** To enable the Managing Director and Whole time directors (“MD/WTD or Borrower or Applicants”) to seek Loan assistance from the Company based on their request to meet their urgent requirement of funds.
- 2. Scope:** Loan assistance which are repayable within a period of 3 years.
- 3. Application procedure:** The MD/WTD shall apply for any loan available in the Company.
- 4. Loan Assistance Amount, Interest Rate & Repayment process:**
 - i.** Maximum Loan limit under this Scheme will be 15% of the Net owned fund based on the latest Audited financial statement of the Company.
 - ii.** Loan amount will be sanctioned based on request in writing.
 - iii.** Loan can be allowed in one or more tranches or stages.
 - iv.** On the request of borrower the Company may allow renewal of loans availed on various occasions in to one loan and release fresh loan thereof.
 - v.** The Loan is required to be closed in full as and when the MD/WTD completes their tenor in the Company unless tenor gets extended or re-appointment takes place as per the applicable provisions.
 - vi.** Interest rate will be charged at 14% p.a. on the outstanding.



- vii. The MD/WTB will be required to submit their Income Tax return to the Company while applying for the loan.
- viii. The compliance of Rules under Section 185 of the Companies Act 2013 is required to be complied for this Loan Scheme.
- ix. Borrower can renew his or her loan facility availed from the Company by furnishing renewal request.
- x. Loan cannot be given against the securities (shares, debentures etc.) issued by the Company.
- xi. Board/Audit Committee approval as required under Section 188 and rules made thereunder need to be obtained.
- xii. Any one or more of the Documents specified by RBI as address/ID proof for completing the KYC

“RESOLVED FURTHER THAT for the purpose of giving effect to this scheme, the Board be and is hereby authorized to, sanction and disburse loans to Managing Director and Whole-time Directors, and also to delegate all or any of the above powers to any two of the Directors of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the scheme.”

BY ORDER OF THE BOARD OF DIRECTORS

For Kosamattam Finance Limited



Sreenath Palakkattillam
Company Secretary
Membership Number: F10553



Place : Kottayam

Date : January 30, 2020

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.

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

In terms of section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its directors or to any other person in whom the director is interested. Board after considering the association and efforts of Managing Director and Whole Time Director towards the Company, the board propose to introduce a scheme for giving loans to Managing Director or Whole-time Directors of the Company.

The Board of Directors of the Company in their meeting has approved the Scheme as given in the resolution above of giving loans to Managing Director and Whole-time Directors of the company.

In terms of Section 185 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of above scheme.

Your Directors recommend passing of this resolution by way of a special resolution.

Except Mr. Mathew K. Cherian, Mrs. Laila Mathew and Mrs. Jilu Saju Varghese, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

BY ORDER OF THE BOARD OF DIRECTORS

For Kosamattam Finance Limited



**Sreenath Palakkattillam
Company Secretary
Membership Number: F10553**

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **U65929KL1987PLC004729**
Name of the company : **Kosamattam Finance Limited**
Registered office : **Kosamattam Mathew K. Cherian Building, Market Junction, M. L. Road
Kottayam - 686001, Kerala**

Name of the member (s)	:	
Registered address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature....., or failing him

3. Name:

Address:

E-mail Id:

Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on **February, the 04th day of February, 2020 at 11.00 A.M at The Registered office of the Company, Kosamattam Mathew K. Cherian Building, Market Junction, M. L. Road Kottayam - 686001, Kerala, India** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1.....

**Affix
Revenue
Stamp**

Signed2020

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

The route map for the Registered office of the Company

