



NOTICE

Notice is hereby given that the 39th **Annual General Meeting** of the members of **Kosamattam Finance Limited**, CIN-U65929KL1987PLC004729 will be held on **Friday, September 4, 2026 at 10.00 A.M. at the Registered Office: Kosamattam City Centre, Floor Number 4th & 5th, T.B Road, Kottayam, Kerala-686001** to transact the following businesses: -

Ordinary Business:

- 1. Approval and Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2026 along with Auditor's Report and Board's Report.**

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company, for the financial year ended March 31, 2026, and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted."

- 2. To appoint a director in place of Mrs. Laila Mathew, Whole-Time Director (Holding DIN: 01286176) 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 an ordinary resolution:

"RESOLVED THAT Mrs. Laila Mathew, Whole-Time Director (DIN: 01286176), who retires by rotation and being eligible for re-appointment, be re-appointed as a Whole-Time Director of the Company.

Special Business:

- 3. To pay remuneration to Mr. Mathew K. Cherian (Holding DIN: 01286073), Chairman cum Managing Director in excess of 5% of net profit of the Company.**

To consider and if thought fit to pass with or without modification the following resolution as a 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 of members be and is hereby accorded to the Board to pay remuneration to Mr. Mathew K. Cherian, Chairman cum Managing Director, 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 the financial year 2026-2027".

- 4. To pay remuneration to Mrs. Laila Mathew (Holding DIN: 01286176), Whole-Time Director in excess of 5% of net profit of the Company.**

To consider and if thought fit to pass with or without modification the following resolution as a 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 of members be and is hereby accorded to the Board to pay remuneration to Mrs. Laila Mathew, Whole-Time Director, 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 the financial year 2026-2027".

5. Increasing remuneration of Mr. Mathew K. Cherian (DIN:01286073)

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the revision in the remuneration of Mr. Mathew K. Cherian (DIN: 01286073), Chairman cum Managing Director of the Company, which shall be applicable from the salary payable for the month ending on September 30, 2026, on the following terms:

- **Salary:** ₹50,00,000 (Rupees Fifty Lakhs only) per month; and
- **Commission:** Commission at the rate of 4% (four percent) on the net profits of the Company;

RESOLVED FURTHER THAT all other terms and conditions of his appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee of the Board) be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Increasing remuneration of Mrs. Laila Mathew (DIN: 01286176)

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the revision in the remuneration of Mrs. Laila Mathew (DIN: 01286176), Whole-Time Director of the Company, which shall be applicable from the salary payable for the month ending on September 30, 2026, on the following terms:

- **Salary:** ₹25,00,000 (Rupees Twenty Five Lakhs only) per month; and
- **Commission:** Commission at the rate of 4% (four percent) on the net profits of the Company;

RESOLVED FURTHER THAT all other terms and conditions of her appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee of the Board) be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Approval for Enhancement of Borrowing Powers of the Board of Directors up to ₹20,000 Crore under Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) to borrow from time to time, any sum or sums of money, notwithstanding that the money to be borrowed

together with the monies already borrowed by the Company (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 securities premium of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed ₹20,000 Crore (Rupees Twenty Thousand Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee Meeting be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

8. Creation of Charge / Mortgage on the Assets of the Company under Section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) to create such mortgages, charges, hypothecations, pledges and/or other encumbrances, in addition to the existing mortgages, charges, hypothecations, pledges and/or other encumbrances created by the Company, on all or any part of the movable and/or immovable properties, tangible and/or intangible assets of the Company, both present and future, and/or the whole or substantially the whole of the undertaking(s) of the Company, in such form and manner and with such ranking and on such terms and conditions as the Board may deem fit, in favour of banks, financial institutions, debenture trustees, lenders, investors and/or any other persons providing financial assistance to the Company, for securing the borrowings and financial facilities availed or to be availed by the Company from time to time, provided that the aggregate amount of such borrowings and financial facilities secured by such mortgages, charges, hypothecations, pledges and/or other encumbrances shall not exceed ₹20,000 Crore (Rupees Twenty Thousand Crore only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorized to finalize the terms and conditions of the aforesaid securities, execute all deeds, documents, instruments and writings and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution.

Place: Kottayam
Date: July 27, 2026

By order of the Board of Directors



Sreenath Palakkattillam
Company Secretary
Membership No. F10553

Notes:

1. All documents referred to in the accompanying Notice and the Explanatory Statement are available on the website of the Company for inspection by the Members up to the date of AGM and during the meeting.
2. In compliance with the respective MCA Circulars and SEBI Circulars issued from time to time, the Notice of AGM and Annual Report are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or DP or RTA, unless the Members have registered their request for physical copy of the same. Members may note that this Notice of AGM and Annual Report will also be available on Company's website (<https://www.kosamattam.com/>), Stock Exchange's website (www.bseindia.com) and National Securities Depository Limited ('NSDL') website (www.evoting.nsdl.com).
3. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on Friday July 31, 2026.
4. Members are requested to note that Kfin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500 032, India, is the Registrar and Share Transfer Agent to manage the work related to shares held in dematerialized form.
5. 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. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
6. 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.
7. Proxy form is enclosed herewith.
8. The Company has fixed Friday, August 28, 2026 as the Cut-off Date for the purpose of the 39th AGM and reckoning entitlement for voting through remote e-voting/ e-voting during the AGM on the Resolutions contained in this Notice. The remote e-voting /voting rights of the Members be reckoned on the Equity Shares held by them as on Friday, August 28, 2026 (the Cut-off Date) only.
9. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, August 28, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, August 28, 2026 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
10. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out herein above is annexed hereto.
11. The business set out in the Notice will be transacted through remote electronic voting system. Instruction and other information relating to E-voting are given here under:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Tuesday, September 1, 2026 at 10:00 A.M. and ends on Thursday, September 3, 2026 at 05:00 P.M. E-Voting facility shall be available during the time of AGM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 28, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 28, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as

	shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e.NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

- Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@kosamattam.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@kosamattam.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sheltonmjoseph90@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com.

OTHER INSTRUCTIONS

1. The Board of Directors has appointed CS Shelton Mary Joseph (CP No. 14240) as the Scrutinizer to scrutinize the Voting during the AGM and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of voting process, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
3. The results of voting will be declared within 2 working days from the conclusion of AGM and the result declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. <https://www.kosamattam.com/>
4. The resolutions, if passed by requisite majority shall be deemed to have been passed on the date of the AGM i.e. Friday, September 4, 2026.

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

Item No.3 To pay remuneration to Mr. Mathew K. Cherian, Chairman cum Managing Director in excess of 5% of net profit of the Company.

Pursuant to section 197 of the Companies Act, 2013, except with the approval of the company in general meeting by a special resolution, the remuneration payable to any one Managing Director shall not exceed 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013.

Therefore, in order to give remuneration to Mr. Mathew K. Cherian, Chairman cum Managing Director in excess of 5% of the net profits for the financial year 2026-2027, the members of the Company have to provide permission by passing special resolution.

Mr. Mathew K. Cherian is interested in the resolution set out at Item No. 3 of the Notice. Mrs. Laila Mathew, Mrs. Milu Mathew, Mrs. Bala Mathew, Mr. George Thomas, Mr. Saju Varghese John and M/s Kosamattam Ventures Private Limited, being related to Mr. Mathew K. Cherian, may be deemed to be interested in the resolution. The other relatives of Mr. Mathew K. Cherian may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends resolution set out at item No.3 for your consideration and approval by way of Special Resolution.

Item No.4: To pay remuneration to Mrs. Laila Mathew, Whole-Time Director in excess of 5% of net profit of the Company.

Pursuant to section 197 of the Companies Act, 2013, except with the approval of the company in general meeting by a special resolution, the remuneration payable to any one Whole-Time Director shall not exceed 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013.

Therefore, in order to give remuneration to Mrs. Laila Mathew, Whole-Time director in excess of 5% of the net profits for the financial year 2026-2027, the members of the Company have to provide permission by passing special resolution.

Mrs. Laila Mathew is interested in the resolution set out at Item No. 4 of the Notice. Mr. Mathew K. Cherian, Mrs. Milu Mathew, Mrs. Bala Mathew, Mr. George Thomas, Mr. Saju Varghese John and M/s Kosamattam Ventures Private Limited, being related to Mrs. Laila Mathew, may be deemed to be interested in the resolution. The other relatives of Mrs. Laila Mathew may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends resolution set out at item No.4 for your consideration and approval by way of Special Resolution.

Item No.5: Increasing remuneration of Mr. Mathew K. Cherian (DIN:01286073)

Mr. Mathew K. Cherian (DIN: 01286073) has been serving as the Chairman cum Managing Director of the Company and has played a pivotal role in its growth, strategic direction, and operational efficiency. Considering his continued leadership, performance, and responsibilities, the Board of Directors, approved the revision in his remuneration, subject to the approval of shareholders.

The proposed revision in remuneration shall be effective from the salary payable for the month ending on **September 30, 2026**;

- **Salary:** ₹50,00,000 (Rupees Fifty Lakhs only) per month
- **Commission:** Commission at the rate of 4% (four percent) of the net profits of the Company

The increase in remuneration is considered appropriate and reasonable, keeping in view Mr. Mathew K. Cherian's contributions and the prevailing industry standards for similarly placed managerial personnel in comparable companies.

The remuneration is in accordance with the provisions of Sections 196, 197, and 198 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Mathew K. Cherian is interested in the resolution set out at Item No. 5 of the Notice. Mrs. Laila Mathew, Mrs. Milu Mathew, Mrs. Bala Mathew, Mr. George Thomas, Mr. Saju Varghese John and M/s Kosamattam Ventures Private Limited, being related to Mr. Mathew K. Cherian, may be deemed to be interested in the resolution. The other relatives of Mr. Mathew K. Cherian may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends resolution set out at item No.5 for your consideration and approval by way of Special Resolution.

Item No.6: Increasing remuneration of Mrs. Laila Mathew (DIN: 01286176)

The Board of Directors of the Company considered and approved the proposal to revise the remuneration of Mrs. Laila Mathew (DIN: 01286176), Whole Time Director of the Company, in recognition of her exemplary leadership and continued contribution to the sustained growth and success of the Company.

The proposed revision in remuneration shall be effective from the salary payable for the month ending on **September 30, 2026**;

- **Salary:** ₹25,00,000 (Rupees Twenty Five Lakhs only)
- **Commission:** Commission at the rate of 4% (four percent) of the net profits of the Company

The Board is of the view that the revised remuneration is justified in light of her strategic role in the Company's performance and is also aligned with current industry practices for companies of similar size and profile.

The proposed remuneration complies with the provisions of Sections 196, 197 and 198 and Schedule V of the Companies Act, 2013, and requires approval of the shareholders by way of a Special Resolution.

Mrs. Laila Mathew is interested in the resolution set out at Item No. 6 of the Notice. Mr. Mathew K. Cherian, Mrs. Milu Mathew, Mrs. Bala Mathew, Mr. George Thomas, Mr. Saju Varghese John and M/s Kosamattam Ventures Private Limited, being related to Mr. Mathew K. Cherian, may be deemed to be interested in the resolution. The other relatives of Mrs. Laila Mathew may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends resolution set out at item No.6 for your consideration and approval by way of Special Resolution.

Item No.7: Approval for Enhancement of Borrowing Powers of the Board of Directors up to ₹20,000 Crore under Section 180(1)(c) of the Companies Act, 2013

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors can borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company only with the approval of the members by way of a Special Resolution.

Considering the Company's present and future business requirements, including funding requirements for lending operations, refinancing of existing borrowings, working capital requirements, capital expenditure and other general corporate purposes, the Company may require additional financial resources from time to time.

Accordingly, it is proposed to increase the borrowing powers of the Board and authorize it to borrow monies, from time to time, up to an aggregate outstanding amount not exceeding ₹20,000 Crore (Rupees Twenty Thousand Crore only), exclusive of temporary loans obtained from the Company's bankers in the ordinary course of business.

The Board recommends the Special Resolution set out at Item No. 7 for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Item No.8: Creation of Charge / Mortgage on the Assets of the Company under Section 180(1)(a) of the Companies Act, 2013

The Company may, from time to time, require financial assistance from banks, financial institutions, debenture holders, investors and other lenders to meet its business requirements. Such borrowings are generally required to be secured by way of mortgage, charge, hypothecation, pledge and/or other encumbrances on the assets of the Company.

Under Section 180(1)(a) of the Companies Act, 2013, the Board of Directors can create security over the whole or substantially the whole of the undertaking(s) of the Company only with the approval of the members by way of a Special Resolution.

Accordingly, approval of the members is sought to authorize the Board of Directors (including any Committee thereof) to create such mortgages, charges, hypothecations, pledges and/or other encumbrances on the assets of the Company, present and future, as may be required for securing the borrowings and financial facilities availed or to be availed by the Company, up to an aggregate amount not exceeding ₹20,000 Crore (Rupees Twenty Thousand Crore only).

The Board recommends the Special Resolution set out at Item No. 8 for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors

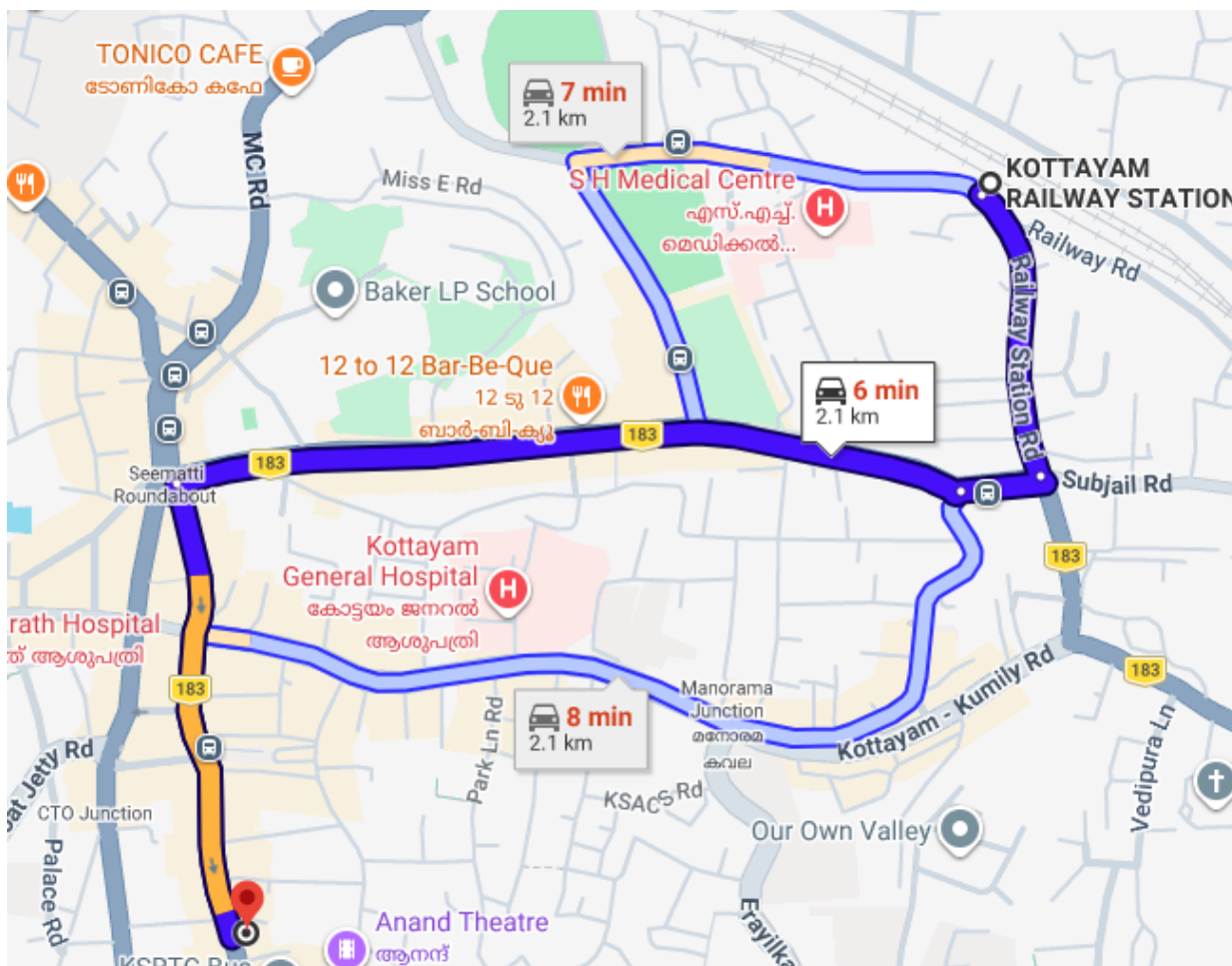


Sreenath Palakkattillam
Company Secretary
Membership No. F10553

Place: Kottayam

Date: July 27, 2026

ROUTE MAP TO THE VENUE OF THE AGM



Venue Details

- **Venue:** Kosamattam City Centre, 4th & 5th Floor
- **Address:** Kosamattam City Centre, Floor Number 4th & 5th, T.B Road, Kottayam, Kerala-686001
- **Landmarks:** Adjacent to KSRTC Bus Station.