

Kosamattam <u>er जिं**गव**</u>nce Ltd.

Name of Issuer Company **KOSAMATTAM FINANCE LTD. NCD-1**

| ivan | ne of Issuer Company : KOSAMATTA | M FINANCE LTD. NCD -1 |
|------|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | | |
| 1 | Description of the Debenture Series /Iss | sue NCD |
| | (Secured / Unsecured PCD/FCD/NCD) | |
| 2 | Type of Issue (Private / Public / Rights) | PUBLIC ISSUE |
| 3 | Issue Amount and Amounts Raised | |
| | | Issue size:Rs.100 Crores; |
| 4 | Listed/Unlisted (If Listed, the Exchange who | Allotment:Rs.100 Crores |
| | listed) | ere Listed (BSE) |
| 5 | ISIN (Listed and Unlisted) | |
| | (Similar of Miscour) | ISIN Redemption Date |
| | | INE403Q07011 (Redeemed) |
| | | INE403 Q07029(Redeemed) |
| | | INE403 Q07037(Redeemed) |
| | | INE403 Q07045 (Redeemed) |
| | | INE403Q07052(Due on 16.05.2017 |
| | - | INE403Q07060(Due on 16.05.2017 |
| 5 | Date of Listing C NOT | INE403Q07078(Due on 16.11.2019 |
| _ | Date of Listing of NCDs (please provid | le 20/05/2014 |
| 7 | confirmation and supporting from BSE/NSE) | |
| } | Original & Revised (if any) Coupon Rate | As per Prospectus dated 15/04/2014 |
|) | Tenor of Issue | 23/04/2014 to 06/05/2014 |
| 0 | Date of Allotment of Debentures | |
| U | Confirmation of having complied with Foreign | |
| | 1 ACCOUNT TAX COmpliance Act (EATCA) | • |
| | investors, borrowers and other | - |
| | micrinediaries (If Applicable class of | |
| | supporting documents registration number | |
| 1 | Date of Issue of Dehenture Cont.Co. | |
| | (Physical) or Credit to Demat A/o | The state of the s |
| 2 | Outstanding amount as on September 2016 | 18/07/2014 Physical |
| 3 | Previous Interest Payment Date and Amount | Rs.2,70,67,1000/- |
| | paid paid Amount | 01/09/2016, Rs.12,71,398 |
| | Next Interest Payment Date and Amount | |
| | Previous Repayment Date and Amount paid | 01/10/2016, Rs.1,23,0256 |
| | Next Repayment Date and Amount paid | 16/11/2015 Rs.46,34,10,000/- |
| | Whether there has be | 16/05/2017 Rs.15,98,13,000/- |
| | Whether there has been any delay / default in | No |
| | payment of interest and/or principal amount? If | |
| | Jos the due dates thereof & date of normand | |
| | Credit Railing at the time of issue / last and it | CARE BB+ DATED 26/12/2013 |
| | Tracing briot to change | DATED 20/12/2013 |
| | Present Credit Rating and date of change of | CARE BB+ |
| | Tatilig. III case of revision mlants it is | |
| | The result of Court Railing Against 1 1. | Date of Change 01 00 001 |
| | Levision in falling. | Date of Change 01.08.2016 |
| | a) No. of debenture holders on the date of | As on 16/05/2014 |
| | 1 mountail | As on 16/05/2014 -6169 |
| | b) No. of debenture holders as on last day of | 1701 CD |
| | ans quarter, | 1721, CD attached |
| | (please provide details of NCD Holdon | |
| | Total Total Viz. | |
| | Names, Holding, Mailing Address, Contact | |

| | | T |
|----|-----------------------------------------------------|---------------------------------------|
| 21 | Brief details of the security created till date for | Index of charges attached |
| | the Debentures including third party securities | |
| 22 | Whether any security is pending to be created | No |
| | for the Debentures, if yes provide details of the | |
| | same along with the date by which such | |
| | security is to be / was to be created | |
| 23 | Whether the Secured Assets are insured? If | No |
| | yes, attach the latest renewed copies thereof | |
| 24 | Certificate of inspection of trust property | YES, we obtain security cover |
| | (security provided – immovable) is confirmed | certificate from the auditor in every |
| | annually by the Auditors of the Company. | quarter |
| 25 | Valuation Report (if applicable) has been | NA |
| | obtained from Government approved valuer | |
| 26 | ROC Search Report has been obtained | Attached |
| 27 | Confirmation with respect to submission of | Submitted to BSE on 26.10.2016 |
| | Half yearly communication (HYC) to BSE / | |
| | NSE for the last applicable half year and | |
| | reasons for non submission/ delay if any (Only | |
| | for Listed) | |
| Į. | | |
| | unaudited/audited financial results on half | Submitted to BSE on 26.10.2016 |
| | yearly basis should be submitted to exchanges | |
| | within 45 days from the end of half year | |
| 28 | Half yearly results statement should indicate | NA |
| | material deviation, if any. This should cover | |
| | deviation in use of proceeds of issue other than | |
| | the object stated in offer document | |
| 29 | Publication of financial results and statements | Published on 27.10.2016 |
| | within 2 calendar days of the conclusion of the | |
| : | Board Meeting. (atleast in one English national | |
| | daily newspaper) | |
| 30 | HYC submitted to stock exchange contains | Yes |
| | certificate signed by Debenture Trustee | |
| 31 | Whether unaudited financial results are | YES |
| | accompanied by Limited Review Report | |
| | (LRR)* | |
| | *LRR is not required if the company has | |
| | intimated exchanges in advance that it shall | |
| | submit annual audited results within 60 days | |
| | from the end of Financial Year | |
| 32 | Details Regarding Registration of charges and | Index of charges attached |
| | reasons for delay (if any) | - |
| 33 | Whether all taxes, cesses, insurance premia, | Yes |
| | any other government charges with respect to | |
| Ì | Secured Assets for the issue have been paid. If | |
| | No, please give details and reasons for the | |
| | same | |
| 34 | Whether Debenture Redemption Reserve | YES |
| | (DRR) as per SEBI Guidelines and Companies | |
| | Act has been maintained. If No, please give | |
| | reasons for the same. Please provide details / | |
| 1 | issue wise of DRR amount and date of transfer | //: |
| 1 | issue wise of Dick amount and date of transfer | |
| | till date | (1.45) (1.45) |

| 35 | Confirmation & Supporting of creation | |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| | maintaining DRR before April 30th by way o | |
| | deposit / invest not less than 15% of the | |
| | amount of debentures maturing during the year | |
| | ending March 31, 2017 as detailed in the | e |
| <u> </u> | clarification circular provided by MCA | |
| 36 | Whether any material change has taken place | |
| | in the nature and the conduct of the business of | - I |
| | the Issuer since the date of Issue which is | |
| | detrimental to the interest of debenture holders | s. |
| | If yes, please give details | |
| 37 | Whether any orders, directions, notice of court | |
| | tribunal / authority affecting or likely to affec | |
| | the Secured Assets has been passed. If yes | , |
| | please give details | |
| 38 | Whether any major change in the composition | n No |
| | of the Board of directors or shareholders as | |
| | defined in SEBI (Substantial Acquisition and | 1 |
| | Take Over) Regulations, 2011 which amounts | 3 |
| | to change in control of Issuer Company has | |
| | occurred. If yes, please give details | |
| 39 | Whether any change in Authorized Signatory | NA |
| | to banks who had signed Post Dated Cheques | |
| | (PDCs) given as security as per transaction | |
| | documents | |
| 40 | Security Cover as on Sept.30, 2016 (Please | 1.36 Times. Auditors Certificate |
| | attach CA Certificate in the format as stated in | Attached |
| | Annexure) | |
| 41 | Whether Register of Debenture Holders has | Yes, Register has been maintained by |
| | been maintained with their addresses and | Registrar to this issue |
| | whether the transfers and changes in ownership | |
| ļ | have been recorded. If no, please give reasons. | |
| 42 | In case of Partially / Fully Convertible | NA |
| | Debentures, whether the debentures have been | |
| | converted into equity in accordance with the | |
| | terms of issue? If no, please give reasons. | |
| 43 | Whether all the terms & conditions of the | YES |
| | transaction documents are complied with? If | |
| | no, please give reasons. | |
| 44 | Whether the provisions of the following laws | |
| | applicable to debentures have been complied | |
| | with: | |
| | a) Companies Act (For all Issuers) | Yes |
| | b) SEBI Model Listing Agreement (For | Yes |
| | Listed Issues) | |
| | c) SEBI (Listing Obligation and Disclosure | Yes |
| | Requirements) Regulations 2015 (For | |
| | Listed Issues) | |
| | d) ICDR Regulations (For all issuers) | Yes |
| 45 | Whether any dividend has been declared | No |
| | during this quarter. | 110 |
| 46 | Nature of investor grievances received for | Attached |
| | quarter ended March 2016 its status as on date | Auaciicu |
| | of the submission of QCR and reason for the | |
| | The state of the s | |

| | non resolution/ delay if any (Details to be separately provided in annexure as enclosed) | |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 7 | Any Buy Back of NCDs during the quarter and details of the same | NO |
| 48 | Whether the company has given prior intimation to exchanges of at least 11 working days before the date on and from which the interest on Debenture and redemption amount of Debentures is payable | Yes |
| 49 | Whether the company has maintained functional website containing requisite information (Reg 62) | Yes |
| 50 | Whether the company has intimated exchange(s) about its intention to raise funds through issue of new NCD and such intimation was given prior to holding Board meeting | Yes |
| 51 | Compliance with Accounting Standard and Financial disclosures | Yes |
| 52 | Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchanges, disclosure of material information/event, shareholding pattern | NA |
| 53 | Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly have material interest in any transaction | YES |
| 54 | Whether the company has appointed qualified Company Secretary as the Compliance Officer | YES |
| 55 | Whether the Company has appointed Share transfer agent or manage the same in house | YES |
| 6 | Whether the Company has preserved the transactions records at least for 8 years | YES |
| 57 | Whether the Company is registered on the SEBI SCORES | YES |
| 58 | Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter | Filed on 28.10.2016 |
| 59 | Whether the Company has constituted following committees and held meetings in compliance with the provisions | |
| | Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee | Yes Yes Yes |
| .0 | Risk Management Committee | |
| 60 | Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any | Yes |
| 51 | Whether the company has submitted Annual Report within 21 working days to stock | Yes |

| | exchange(s) | |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 62 | The company shall appoint transfer agent (RTA) or manage the transfer cases in-house | Yes |
| 63 | Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) | |

| | ANNEXURES |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Updated list of names and addresses of debenture holders. (In case of a large list, kindly provide a CD in lieu of hard copies) |
| 2 | Number and nature of grievances received from debenture holders and time frame within |
| | which the same were resolved by the Issuer Company. NIL statement to be submitted in case |
| | of no grievances. |
| 3 | Companies Auditors Certificate certifying the following (If already provided, please |
| | ignore): |
| | a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor |
| | b. Security Cover ** |
| | c. Amount transferred to DRR as on March 31, 2016 |
| | d. Debt Equity Ratio |
| | e. Asset cover Ratio (100%) |
| | f. Debt Service coverage Ratio |
| | g. Interest Service Coverage Ratio |
| | h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio |
| | ** |
| | i. Total assets charged Rs. A |
| | ii. Total debts secured by way of charges created over the assets Rs. B |
| | with details thereof |
| | iii. Security Cover = A/B |
| | Note: 1. If third party security is created, please include the same and give supporting 2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities |
| 4 | Duly audited annual accounts of the issuer company |
| 5 | Quarterly audited / unaudited financials of the Issuer |
| 6 | Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies |
| 7 | CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on September 30, 2016 |
| 8 | Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on September 30, 2016 along with details of the said book debts and/or receivable |
| 9 | Report of the Lead Bank regarding progress of the Project |
| 10 | Paper cutting of publication of financial results (at least in one English national newspaper) |
| | increspaper) |

| 11 | Copy of all notices, resolutions and circulars relating to new issue of non convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12 | Letter issued by Credit Rating agency for revised credit rating |
| | |

Contact Details:

- a) Name of Authorised Signatory: Sreenath P.
- b) Email Address cs@kosamattam.com
- c) Contact Numbers 04812586400/506
- d) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private
- e) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
- f) Nanakramguda, Hyderabad 500 032, Tel: +91 40 67162222
- g) Name, Address and Email id of the Credit Rating Agency: Credit Analysis and Research Limited, Unit No. O-509/C, Spencer Plaza,5^ Floor, No 769,Anna Salai, Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

Sreenath P.

Company Secretary & Compliance Officer

Date: 31.10.2016

Tel: +91 481 2586400 Email: info@kosamattam.com www.kosamattam.com CIN.U65929KL1987PLC004729



Compliance Report for the quarter ended September 30, 2016

Name of Issuer Company: KOSAMATTAM FINANCE LTD. NCD -2

| 114111 | le of issuer company: ROSAWIATTAN | VI FINANCE LTD. NCD -2 |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|
| 4 | | |
| 1 | Description of the Debenture Series /Issu | ne NCD |
| <u> </u> | (Secured / Unsecured PCD/FCD/NCD) | |
| 2 | Type of Issue (Private / Public / Rights) | PUBLIC ISSUE |
| 3 | Issue Amount and Amounts Raised | Issue size: Rs.150 Crores; |
| | | Allotment : Rs. 1.49.22.90 000 |
| 4 | Listed/Unlisted (If Listed, the Exchang | e Listed (BSE) |
| | where listed) | , , |
| 5 | ISIN (Listed and Unlisted) | ISIN Redemption Date |
| | | INE403Q07086(Redeemed) |
| 1 | | INE403Q07094(Redeemed) |
| | | INE403Q07l02(Redeemed) |
| | | INE403Q07l 10(Redeemed) |
| | | INE403Q07l28(Due on 12.08.2017) |
| | | INE403Q07136(Due on 12.08.2017) |
| | | INF403007144(Due on 12.06.2020) |
| 6 | Date of Listing of NCDs (please provide | 10/08/2014 |
| | confirmation and supporting from BSE/NSE) | 13/00/2014 |
| 7 | Original & Revised (if any) Coupon Rate | As per Prospectus dated 14/07/2014 |
| 8 | Tenor of Issue | 18/07/2014 – 04/08/2014 |
| 9 | Date of Allotment of Debentures | 13/08/2014 |
| 10 | Confirmation of having complied with | |
| | Foreign Account Tax Compliance Act | 1 '- |
| | (FATCA) as regards the investors, borrowers | |
| | and other intermediaries (If Applicable - | |
| | along with supporting documents, | |
| | registration number etc) | |
| 11 | Date of Issue of Debenture Certificate | 12/00/2014 G |
| | (Physical) or Credit to Demat A/c | The state of Dollar Account |
| 12 | Outstanding amount as on september 30, | 24/09/2014 Physical |
| | 2016 | Rs.57,64,81,000/- |
| 13 | Previous Interest Payment Date and Amount | 01/00/0016 |
| | paid paid | 01/09/2016, Rs.31,41,679/- |
| 14 | Next Interest Payment Date and Amount | 01/10/00 |
| 15 | Previous Repayment Date and Amount | 01/10/2016,Rs.30,39,862/- |
| 16 | Previous Repayment Date and Amount paid | 12/02/2016,Rs.61,47,70,000/- |
| 17 | Next Repayment Date and Amount Whether there has been all the different formations and the second se | 12/08/2017,Rs.44,38,98,000/- |
| . / | Whether there has been any delay / default in | No |
| | payment of interest and/or principal amount? | |
| | If yes the due dates thereof & date of | |
| 8 | payment | |
| 0 | Credit Rating at the time of issue / last credit | CARE BBB- Date 09.09.2014 |
| | rating prior to change | |
| 9 | Present Credit Rating and date of change of | CARE BB+ FOR SECURED NCD |
| | credit rating. In case of revision, please | , |

| | attach letter from Credit Rating Agency indicating revision in rating. | Date of Change 01.08.2016 |
|----|---------------------------------------------------------------------------------|--------------------------------|
| 20 | a) No. of debenture holders on the date of Allotment | As on 13.08.2014-8172 |
| | b) No. of debenture holders as on last day of this quarter, | 2913, CD attached |
| | (please provide details of NCD Holder viz. | |
| | Names, Holding, Mailing Address, Contact Nos. (Benpos)) | |
| 21 | Brief details of the security created till date | Index of charges attached |
| | for the Debentures including third party securities | |
| 22 | Whether any security is pending to be | No |
| | created for the Debentures, if yes provide | 110 |
| | details of the same along with the date by | |
| | which such security is to be / was to be | |
| | created | |
| 23 | Whether the Secured Assets are insured? If | NO |
| | yes, attach the latest renewed copies thereof | |
| 24 | Certificate of inspection of trust property | I ▼ |
| | (security provided – immovable) is | |
| | confirmed annually by the Auditors of the | quarter |
| 25 | Company. | 274 |
| 25 | Valuation Report (if applicable) has been | NA |
| 26 | obtained from Government approved valuer | Attached |
| 27 | ROC Search Report has been obtained Confirmation with respect to submission of | Attached |
| 21 | Half yearly communication (HYC) to BSE / | Submitted to BSE on 20.10.2010 |
| | NSE for the last applicable half year and | |
| | reasons for non-submission/ delay if any | |
| | (Only for Listed) | |
| | unaudited/audited financial results on half | Submitted to BSE on 26.10.2016 |
| | yearly basis should be submitted to | |
| | exchanges within 45 days from the end of half year | · |
| 28 | Half yearly results statement should indicate | NA |
| 20 | material deviation, if any. This should cover | IVA |
| | deviation in use of proceeds of issue other | |
| | than the object stated in offer document | |
| 29 | Publication of financial results and | Published on 27.10.2016 |
| | statements within 2 calendar days of the | • |
| | conclusion of the Board Meeting. (atleast in | |
| | one English national daily newspaper) | |
| 30 | HYC submitted to stock exchange contains | Yes |
| | certificate signed by Debenture Trustee | |
| 31 | Whether unaudited financial results are | Yes |
| | accompanied by Limited Review Report | |
| | (LRR)* | |
| | *LRR is not required if the company has | $\mathcal{L}^{\mathcal{L}}$ |
| | intimated exchanges in advance that it shall | |
| | submit annual audited results within 60 days | - Keri |

| | from the end of Financial Year | |
|----|-----------------------------------------------------------------------------------------------|--------------------------------------|
| 32 | Details Regarding Registration of charges and reasons for delay (if any) | Index of charges attached |
| 33 | Whether all taxes, cesses, insurance premia, | Yes |
| | any other government charges with respect to | |
| | Secured Assets for the issue have been paid. | |
| | If No, please give details and reasons for the | |
| | same | |
| 34 | Whether Debenture Redemption Reserve | YES |
| | (DRR) as per SEBI Guidelines and | |
| | Companies Act has been maintained. If No, | |
| | please give reasons for the same. Please | |
| | provide details / issue wise of DRR amount | |
| | and date of transfer till date | |
| 35 | Confirmation & Supporting of creation / | |
| | maintaining DRR before April 30th by way of | We have deposit of Rs.28,56,97,800/- |
| | deposit / invest not less than 15% of the | , on 29 th April 2016. |
| | amount of debentures maturing during the | |
| | year ending March 31, 2017 as detailed in | |
| | the clarification circular provided by MCA | |
| 36 | Whether any material change has taken place | NO |
| | in the nature and the conduct of the business | |
| | of the Issuer since the date of Issue which is | |
| | detrimental to the interest of debenture | |
| 27 | holders. If yes, please give details | 710 |
| 37 | Whether any orders, directions, notice of | NO |
| | court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. | |
| | If yes, please give details | |
| 38 | · · · · · · · · · · · · · · · · · · · | No |
| 30 | Whether any major change in the composition of the Board of directors or | NO |
| | shareholders as defined in SEBI (Substantial | |
| | Acquisition and Take Over) Regulations, | |
| | 2011 which amounts to change in control of | |
| | Issuer Company has occurred. If yes, please | |
| | give details | |
| 39 | Whether any change in Authorized Signatory | NA |
| | to banks who had signed Post Dated Cheques | |
| | (PDCs) given as security as per transaction | |
| | documents | |
| 40 | Security Cover as on September 30, 2016 | 1.36 Times. Auditors Certificate |
| | (Please attach CA Certificate in the format as | Attached |
| | stated in Annexure) | |
| 41 | Whether Register of Debenture Holders has | Yes, Register has been maintained by |
| | been maintained with their addresses and | Registrar to this issue. |
| | whether the transfers and changes in | |
| | ownership have been recorded. If no, please | |
| | give reasons. | 374 |
| 42 | In case of Partially / Fully Convertible | NA |
| | Debentures, whether the debentures have | / |
| | been converted into equity in accordance | |
| | with the terms of issue? If no, please give | Į. |

| | reasons. | |
|------------|--------------------------------------------------|----------|
| 43 | Whether all the terms & conditions of the | Yes |
| | transaction documents are complied with? If | |
| | no, please give reasons. | |
| 44 | Whether the provisions of the following laws | |
| | applicable to debentures have been complied | |
| | with: | |
| | a) Companies Act (For all Issuers) | Yes |
| | b) SEBI Model Listing Agreement (For | Yes |
| | Listed Issues) | Yes |
| | c) SEBI (Listing Obligation and Disclosure | |
| | Requirements) Regulations 2015 (For | |
| | Listed Issues) | Yes |
| | d) ICDR Regulations (For all issuers) | |
| 45 | Whether any dividend has been declared | No |
| | during this quarter. | |
| 46 | Nature of investor grievances received for | Attached |
| | quarter ended September 2016 its status as | |
| | on date of the submission of QCR and reason | |
| | for the non resolution/ delay if any (Details | |
| | to be separately provided in annexure as | |
| | enclosed) | |
| 47 | | NO |
| | and details of the same | |
| 48 | Whether the company has given prior | Yes |
| | intimation to exchanges of at least 11 | |
| | working days before the date on and from | |
| | which the interest on Debenture and | |
| | redemption amount of Debentures is payable | |
| 49 | Whether the company has maintained | Yes |
| | functional website containing requisite | |
| | information (Reg 62) | |
| 50 | Whether the company has intimated | Yes |
| | exchange(s) about its intention to raise funds | |
| | through issue of new NCD and such | |
| | intimation was given prior to holding Board | |
| | meeting | |
| 51 | Compliance with Accounting Standard and | Yes |
| | Financial disclosures | |
| 52 | Compliance with Corporate Governance | NA |
| | provisions as specified in Chapter IV viz | |
| | Related Party framework, Independent | |
| | Directors, submission of quarterly | |
| | compliance report on corporate governance | |
| | to Exchange(s), prior intimation to | |
| | exchnages, disclosure of material | |
| <i>5</i> 2 | information/event, shareholding pattern | VEC |
| 53 | Whether Directors and KMPs have disclosed | YES |
| | to Board of Directors whether they are | (I |
| | directly or indirectly have material interest in | [|
| <u> </u> | any transaction | VEC |
| 54 | Whether the company has appointed | YES |

| | qualified Company Secretary as the Compliance Officer | |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 55 | Whether the Company has appointed Share transfer agent or manage the same in house | YES |
| 56 | Whether the Company has preserved the transactions records at least for 8 years | YES |
| 57 | Whether the Company is registered on the SEBI SCORES | YES |
| 58 | Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter | Filed on 28.10.2016. |
| 59 | Whether the Company has constituted following committees and held meetings in compliance with the provisions • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee | Yes Yes Yes Yes |
| 60 | Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any | Yes |
| 61 | Whether the company has submitted Annual Report within 21 working days to stock exchange(s) | Yes |
| 62 | The company shall appoint transfer agent (RTA) or manage the transfer cases in-house | Yes |
| 63 | Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) | Yes |

| AN | NEXURES |
|----|---------------------------------------------------------------------------------------------------------------------------------|
| 1 | Updated list of names and addresses of debenture holders. (In case of a large list, kindly provide a CD in lieu of hard copies) |
| 2 | |
| 2 | Number and nature of grievances received from debenture holders and time frame within |
| | which the same were resolved by the Issuer Company. NIL statement to be submitted in |
| | case of no grievances. |
| 3 | Companies Auditors Certificate certifying the following (If already provided, please |
| | ignore): |
| 1 | a. End utilization certificate of the Debenture Subscription receipts from issuer's |
| | statutory auditor |
| | b. Security Cover ** |
| | c. Amount transferred to DRR as on March 31, 2016 |
| | d. Debt Equity Ratio |
| | e. Asset cover Ratio (100%) |
| | f. Debt Service coverage Ratio |
| | g. Interest Service Coverage Ratio |
| | h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% |
| | asset cover ratio |

i Total assets charged Rs. A ii Total debts secured by way of charges created over the assets Rs. B with details thereof iii Security Cover = A/B Note: 1. If third party security is created, please include the same and give supporting 2. Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities Duly audited annual accounts of the issuer company Quarterly audited / unaudited financials of the Issuer 5 Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on September 30, 2016 Certificate from Director / Managing Director of the issuer company, certifying the value 8 of book debts / receivables (Applicable for Listed NCDs) as on September 30, 2016 along with details of the said book debts and/or receivable Report of the Lead Bank regarding progress of the Project Paper cutting of publication of financial results (at least in one English national daily 10 newspaper) Copy of all notices, resolutions and circulars relating to new issue of non convertible debt 11 securities, proceedings of meetings of debenture holders, advertisement issued in the 12 Letter issued by Credit Rating agency for revised credit rating

Contact Details:

- h) Name of Authorised Signatory: Sreenath P.
- i) Email Address cs@kosamattam.com
- j) Contact Numbers 04812586400/506
- k) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private
- l) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
- m) Nanakramguda, Hyderabad 500 032, Tel: +91 40 67162222
- n) Name, Address and Email id of the Credit Rating Agency: Credit Analysis and Research Limited, Unit No. O-509/C, Spencer Plaza,5^ Floor, No 769, Anna Salai,
- o) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

Sreenath P.

3220210

Company Secretary & Compliance Officer

Date: 31.10.2016



Compliance Report for the quarter ended September 30, 2016

Name of Issuer Company: KOSAMATTAM FINANCE LTD. NCD -3

| 33.7 | . KODAWATTAW | TINANCE LID. NCD-3 |
|------|--------------------------------------------------------|------------------------------------------|
| 1 | Description of the Debenture Series /Issue | NCD |
| | (Secured / Unsecured PCD/FCD/NCD) | |
| 2 | Type of Issue (Private / Public / Rights) | PUBLIC ISSUE |
| 3 | Issue Amount and Amounts Raised | Rs.200 Crores; Rs.1,63,44,49,000/-raised |
| 4 | Listed/Unlisted (If Listed, the Exchange where listed) | · |
| 5 | ISIN (Listed and Unlisted) | ISIN Redemption Date |
| | (| INE403Q07151(Redeemed) |
| | | INE403Q07169(Redeemed) |
| | | INE403Q071 77(07.11.2017) |
| | | INE403Q071 85 (07.11.2017) |
| | | INE403Q071 93(07.02.2018) |
| | | INE403Q08019(07.05.2020) |
| | | INE403Q08027(07.05.2020) |
| 6 | Date of Listing of NCDs (please provide | 11/11/2014 |
| | confirmation and supporting from BSE/NSE) | |
| 7 | Original & Revised (if any) Coupon Rate | As per Prospectus dated 25/09/2014 |
| 8 | Tenor of Issue | 30/09/2014-29/10/2014 |
| 9 | Date of Allotment of Debentures | 08/11/2014 |
| 10 | Confirmation of having complied with | NA |
| | Foreign Account Tax Compliance Act | |
| | (FATCA) as regards the investors, borrowers | |
| | and other intermediaries (If Applicable - | |
| | along with supporting documents, | |
| | registration number etc) | |
| 11 | Date of Issue of Debenture Certificate | 08/11/2014 Credit to Demat Account |
| | (Physical) or Credit to Demat A/c | 02/12/2014 Physical |
| 12 | Outstanding amount as on September 30, | Rs.89,28,39,000/- |
| | 2016 | 1200,20,35,000 |
| 13 | Previous Interest Payment Date and Amount | 01/09/2016, Rs 37.08 844/- |
| | paid | |
| 14 | Next Interest Payment Date and Amount | 01/10/2016, Rs 35,89,366/- |
| 15 | Previous Repayment Date and Amount paid | 07/05/2016, Rs.74,16,10,000/- |
| 16 | Next Repayment Date and Amount | 07/11/2017, Rs.31,88,63,000/- |
| 17 | Whether there has been any delay / default in | No |
| | payment of interest and/or principal amount? | |
| | If yes the due dates thereof & date of | |
| | payment | |
| 18 | Credit Rating at the time of issue / last credit | CARE BBB- Dated 09.09.2014 |
| | rating prior to change | CARLE DDD Dated 07.07.2017 |
| 19 | Present Credit Rating and date of change of | For secured NCDs- CARE BB+ |
| 17 | credit rating. In case of revision, please | dated 01.08.2016. |
| | attach letter from Credit Rating Agency | duica 01.00.2010 . |
| | indicating revision in rating. | For unsecured NCDs- CARE BB |
| | maioaning revision in rading. | dated 01.08.2016 |
| | | uuivu VI.VU.ZVIV |



| Allotment b) No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos)) 21 Brief details of the security created till date for the Debentures including third party securities 22 Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created 23 Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof 24 Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company. 25 Valuation Report (if applicable) has been obtained from Government approved valuer 26 ROC Search Report has been obtained 27 Confirmation with respect to submission of Half yearly communication (HYC) to BSE / NSE for the last applicable half year and reasons for non-submission/ delay if any (Only for Listed) unaudited/audited financial results on half yearly basis should be submitted to exchanges within 45 days from the end of half year 28 Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document | | | |
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| this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos)) Brief details of the security created till date for the Debentures including third party securities Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company. Valuation Report (if applicable) has been obtained from Government approved valuer ROC Search Report has been obtained Confirmation with respect to submission of Half yearly communication (HYC) to BSE / NSE for the last applicable half year and reasons for non-submission/ delay if any (Only for Listed) unaudited/audited financial results on half yearly basis should be submitted to exchanges within 45 days from the end of half year Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document Half yearly submitted to stock exchange contains certificate signed by Debenture Trustee HYC submitted to stock exchange contains certificate signed by Debenture Trustee HYC submitted to stock exchange contains certificate signed by Debenture Trustee HYC submitted to stock exchange contains certificate signed by Debenture Trustee HYC submitted to stock exchange contains certificate signed by Debenture Trustee HYC submitted to stock exchange in advance that it shall submit annual audited results within 60 days from the end of Financial Year | 20 | | As on 08.11.2014-9749 |
| (please provide details of NCD Holder viz. Names, Holding, Malling Address, Contact Nos. (Benpos) | | | 5036, CD attached |
| Names, Holding, Mailing Address, Contact Nos. (Benpos) | | | |
| Brief details of the security created till date for the Debentures including third party securities Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company. Valuation Report (if applicable) has been obtained from Government approved valuer ROC Search Report has been obtained ROC Search Report has been obtained Confirmation with respect to submission of Half yearly communication (HYC) to BSE/NSE for the last applicable half year and reasons for non-submission/ delay if any (Only for Listed) unaudited/audited financial results on half yearly basis should be submitted to exchanges within 45 days from the end of half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper) HYC submitted to stock exchange contains certificate signed by Debenture Trustee Whether unaudited financial results are accompanied by Limited Review Report (LRR)* **URR** **LRR** **LRR** **LRR** **LRR** **LRR** **IRR** **IR | | | |
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| material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document 29 Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper) 30 HYC submitted to stock exchange contains certificate signed by Debenture Trustee 31 Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | 20 | | NA |
| deviation in use of proceeds of issue other than the object stated in offer document 29 Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper) 30 HYC submitted to stock exchange contains certificate signed by Debenture Trustee 31 Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | 20 | | I NZX |
| than the object stated in offer document Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper) HYC submitted to stock exchange contains certificate signed by Debenture Trustee Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | | 1 | |
| Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper) HYC submitted to stock exchange contains certificate signed by Debenture Trustee Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | | • | |
| conclusion of the Board Meeting. (atleast in one English national daily newspaper) 30 HYC submitted to stock exchange contains certificate signed by Debenture Trustee 31 Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | 29 | | Published on 27.10.2016 |
| one English national daily newspaper) HYC submitted to stock exchange contains certificate signed by Debenture Trustee Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | | statements within 2 calendar days of the | |
| HYC submitted to stock exchange contains certificate signed by Debenture Trustee Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | | conclusion of the Board Meeting. (atleast in | |
| certificate signed by Debenture Trustee 31 Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | | | |
| Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | 30 | | Yes |
| accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | 21 | | VEG |
| *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | 31 | | IES |
| *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | | | |
| intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year | | | |
| submit annual audited results within 60 days from the end of Financial Year | | 1 | |
| from the end of Financial Year | | 1 | / |
| Details Regarding Registration of charges Index of charges attached | | from the end of Financial Year | <u> </u> |
| | 32 | Details Regarding Registration of charges | Index of charges attached |

| 33 | | |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| : | and reasons for delay (if any) | |
| | Whether all taxes, cesses, insurance premia, | Yes |
| 1 : | any other government charges with respect to | |
| 1 ' | Secured Assets for the issue have been paid. | |
|] | If No, please give details and reasons for the | |
| | same | |
| 34 | Whether Debenture Redemption Reserve | YES |
| 1 | (DRR) as per SEBI Guidelines and | |
| 10 | Companies Act has been maintained. If No, | |
| 1 | please give reasons for the same. Please | |
| | provide details / issue wise of DRR amount | |
| | and date of transfer till date | |
| | Confirmation & Supporting of creation / | |
| | maintaining DRR before April 30th by way of | We have deposit of Rs.28,56,97,800/- |
| | deposit / invest not less than 15% of the | on April 29th 2016. |
| | amount of debentures maturing during the | |
| | year ending March 31, 2017 as detailed in | |
| | the clarification circular provided by MCA | |
| 36 | | NO |
| 50 | in the nature and the conduct of the business | |
| | of the Issuer since the date of Issue which is | |
| | detrimental to the interest of debenture | |
| | holders. If yes, please give details | |
| 37 | Whether any orders, directions, notice of | NO |
| 31 | court/ tribunal / authority affecting or likely | |
| | to affect the Secured Assets has been passed. | |
| | If yes, please give details | |
| | Whether any major change in the | No |
| 30 | composition of the Board of directors or | |
| | shareholders as defined in SEBI (Substantial | |
| | Acquisition and Take Over) Regulations, | |
| | 2011 which amounts to change in control of | |
| | Issuer Company has occurred. If yes, please | |
| | give details | |
| 20 | Whether any change in Authorized Signatory | NA |
| 39 | to banks who had signed Post Dated Cheques | |
| | (PDCs) given as security as per transaction | |
| | • • • | |
| 10 | documents Security Cover as on March 31, 2016 (Please | 1.36 Times. Auditors Certificate |
| 40 | attach CA Certificate in the format as stated | 1.00 |
| | | |
| | in Annexure) Whether Register of Debenture Holders has | Yes, Register has been maintained by |
| | whether register of Depending Honders has | 1 CS. ICOZISIOI IIIIS COULT |
| 41 | han maintained with their addresses and | |
| 41 | been maintained with their addresses and | Registrar to this issue. |
| 41 | been maintained with their addresses and whether the transfers and changes in | Registrar to this issue. |
| 41 | been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please | Registrar to this issue. |
| | been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons. | Registrar to this issue. |
| 41 | been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons. In case of Partially / Fully Convertible | Registrar to this issue. |
| | been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons. In case of Partially / Fully Convertible Debentures, whether the debentures have | Registrar to this issue. |
| | been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons. In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance | Registrar to this issue. |
| | been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons. In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give | Registrar to this issue. |
| | been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons. In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance | Registrar to this issue. NA |

m

| | transaction documents are complied with? If | |
|------------|-----------------------------------------------------------------------------------|------|
| | no, please give reasons. | |
| 44 | Whether the provisions of the following laws | |
| | applicable to debentures have been complied | |
| | with: | |
| | a) Companies Act (For all Issuers) | Yes |
| | b) SEBI Model Listing Agreement (For | Yes |
| | Listed Issues) | Yes |
| | c) SEBI (Listing Obligation and Disclosure | · |
| | Requirements) Regulations 2015 (For | |
| | Listed Issues) | Yes |
| | d) ICDR Regulations (For all issuers) | |
| 45 | Whether any dividend has been declared | No |
| | during this quarter. | |
| 46 | Nature of investor grievances received for | N.A |
| | quarter ended September 2016 its status as | |
| | on date of the submission of QCR and reason | |
| | for the non resolution/ delay if any (Details | |
| | to be separately provided in annexure as | |
| | enclosed) | |
| 47 | Any Buy Back of NCDs during the quarter | NO |
| | and details of the same | |
| 48 | Whether the company has given prior | Yes |
| | intimation to exchanges of at least 11 | |
| | working days before the date on and from | |
| | which the interest on Debenture and | |
| | redemption amount of Debentures is payable | |
| 49 | Whether the company has maintained | Yes |
| | functional website containing requisite | |
| | information (Reg 62) | *** |
| 50 | Whether the company has intimated | |
| | exchange(s) about its intention to raise funds | |
| | through issue of new NCD and such | |
| | intimation was given prior to holding Board | |
| | meeting | Yes |
| 51 | Compliance with Accounting Standard and | 1 es |
| | Financial disclosures | NA |
| 52 | Compliance with Corporate Governance | |
| | provisions as specified in Chapter IV viz | |
| | Related Party framework, Independent Directors, submission of quarterly | |
| | 211000012, | 1 |
| | compliance report on corporate governance to Exchange(s), prior intimation to | |
| | 10 2 | |
| | cheminges, | |
| | information/event, shareholding pattern Whether Directors and KMPs have disclosed | YES |
| 53 | m 1 C D' 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | |
| | | |
| | directly or indirectly have material interest in | |
| <i>- A</i> | any transaction Whether the company has appointed | YES |
| 54 | Whether the company has appointed qualified Company Secretary as the | |
| | Compliance Officer | |
| L | Compliance Officer | 1 |

| Whether the Company has appointed Share | YES |
|-------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | |
| | YES |
| transactions records at least for 8 years | |
| | YES |
| SEBI SCORES | |
| Whether statement of investor grievances has | Filed on 28.10.2016 |
| been filed to Exchanges within 21 days from | |
| the end of quarter | |
| Whether the Company has constituted | |
| following committees and held meetings in | |
| compliance with the provisions | |
| Audit Committee | Yes |
| Nomination and Remuneration | Yes |
| Committee | Yes |
| Stakeholders Relationship Committee | Yes |
| | |
| | Yes |
| | |
| | |
| | Yes |
| 1 | |
| 1 - · · · · · · · · · · · · · · · · · · | |
| | Yes |
| | |
| | Yes |
| compliance certificate to the Exchange(s), | |
| | |
| | |
| representative of the transfer agent (RTA) | |
| | transfer agent or manage the same in house Whether the Company has preserved the transactions records at least for 8 years Whether the Company is registered on the SEBI SCORES Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter Whether the Company has constituted following committees and held meetings in compliance with the provisions • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) The company shall appoint transfer agent (RTA) or manage the transfer cases in-house Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised |

| 7 27 17 | LECTURES |
|---------|--------------------------------------------------------------------------------------------|
| 1 | Updated list of names and addresses of debenture holders. (In case of a large list, kindly |
| | provide a CD in lieu of hard copies) |
| 2 | Number and nature of grievances received from debenture holders and time frame within |
| | which the same were resolved by the Issuer Company. NIL statement to be submitted in |
| | case of no grievances. |
| 3 | Companies Auditors Certificate certifying the following (If already provided, please |
| | ignore): |
| | a. End utilization certificate of the Debenture Subscription receipts from issuer's |
| | statutory auditor |
| | b. Security Cover ** |
| | c. Amount transferred to DRR as on March 31, 2016 |
| | d. Debt Equity Ratio |
| | e. Asset cover Ratio (100%) |
| | f. Debt Service coverage Ratio |
| | g. Interest Service Coverage Ratio |
| | h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% |
| | asset cover ratio |
| | |
| 1 | |

Total assets charged Rs. A ii. Total debts secured by way of charges created over the assets Rs. B with details thereof iii. Security Cover = A/B Note: 1. If third party security is created, please include the same and give supporting 2. Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities Duly audited annual accounts of the issuer company 5 Quarterly audited / unaudited financials of the Issuer Insurance Policy of the security charged in our favour. In case Insurance Policy has 6 expired, please provide Renewed Insurance Policies CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as 7 on September 30,2016 Certificate from Director / Managing Director of the issuer company, certifying the value 8 of book debts / receivables (Applicable for Listed NCDs) as on September 30,2016 along with details of the said book debts and/or receivable Report of the Lead Bank regarding progress of the Project Paper cutting of publication of financial results (at least in one English national daily 10 newspaper) Copy of all notices, resolutions and circulars relating to new issue of non convertible debt 11 securities, proceedings of meetings of debenture holders, advertisement issued in the media 12 Letter issued by Credit Rating agency for revised credit rating

Contact Details:

- p) Name of Authorised Signatory: Sreenath P.
- q) Email Address cs@kosamattam.com
- r) Contact Numbers 04812586400/506
- s) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private
- t) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
- u) Nanakramguda, Hyderabad 500 032, Tel: +91 40 67162222
- v) Name, Address and Email id of the Credit Rating Agency: Credit Analysis and Research Limited, Unit No. O-509/C, Spencer Plaza,5^ Floor, No 769, Anna Salai,
- w) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

Sreenath P.

Company Secretary & Compliance Officer

Date: 31.10.2016

Tel: +91 481 2586400 Email: info@kosamattam.com www.kosamattam.com CIN.U65929KL1987PLC004729



Compliance Report for the quarter ended September 30, 2016

Name of Issuer Company: KOSAMATTAM FINANCE LTD. NCD-4

| 4 | | THVANCE LID. NCD-4 |
|-------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Description of the Debenture Series /Issue | e NCD |
| | (Secured / Unsecured PCD/FCD/NCD) | |
| 2 | Type of Issue (Private / Public / Rights) | PUBLIC ISSUE |
| 3 | Issue Amount and Amounts Raised | Rs.200 Crores ; Rs.200 /- raised |
| 4 | Listed/Unlisted (If Listed, the Exchange | E Listed (BSE) |
| | where listed) | (2.2) |
| 5 | ISIN (Listed and Unlisted) | ISIN Redemption Date |
| | | INE403Q07201(Redeemed) |
| | | INE403Q07219(Redeemed) |
| | | INE403Q07227(Redeemed) |
| } | | INE403Q07235(Redeemed) |
| | | INE403Q07243(Due on 16.03.2018) |
| | | INE403Q07250(Due on 16.07.2018) |
| | | INE403Q07268(Due on 16.01.2021) |
| 6 | D. C. L. C. MOD. | INE403Q08035(Due on 16.01.2021) |
| 0 | Date of Listing of NCDs (please provide | 20/03/2015 |
| 7 | confirmation and supporting from BSE/NSE) | |
| 8 | Original & Revised (if any) Coupon Rate | As per Prospectus dated 05.02.2015 |
| 9 | Tenor of Issue | 10.02.2015-05.03.2015 |
| 10 | Date of Allotment of Debentures | 17.03.2015 |
| 10 | Confirmation of having complied with | NA |
| | Foreign Account Tax Compliance Act | |
| | (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - | |
| | | |
| | along with supporting documents, registration number etc) | |
| 11 | Date of Issue of Debenture Certificate | 17.02.2015 Condition D |
| | (Physical) or Credit to Demat A/c | and the desired in the second |
| | (a significant of Steam to Bernat 1970 | Physical posted in May, 2015. |
| 12 | Outstanding amount as on September 30, | Rs 1 17 00 17 000/ |
| | 2016 | 13.1,17,09,17,000/- |
| 13 | Previous Interest Payment Date and Amount | 01.09.2016,Rs 94,88,627/- |
| | paid | 01.09.2010,183 94,00,027/- |
| 14 | Next Interest Payment Date and Amount | 01.10.2016,Rs.68,54,101/- |
| 15 | Previous Repayment Date and Amount paid | 16/09/2016,Rs.57,51,41,000/- |
| 16 | Next Repayment Date and Amount | 16.03.2018,Rs.56,38,78,000/- |
| 17 | Whether there has been any delay / default in | No |
| | payment of interest and/or principal amount? | |
| | If yes the due dates thereof & date of | |
| | payment | |
| 18 | Credit Rating at the time of issue / last credit | CARE BBB- DATED 09.09.2014 |
| · | rating prior to change | |
| 19 | Present Credit Rating and date of change of | For secured NCDs-CARE BB+ dated |
| | credit rating. In case of revision, please | 01.08.2016 and for unsecured NCD - |



| | attach letter from Credit Rating Agency | CARE BB dated 01.08.2016 |
|----------|--------------------------------------------------------------------------------------------|-----------------------------------------|
| | indicating revision in rating. | |
| 20 | c) No. of debenture holders on the date of | As on 17.03.2015 - 10749 |
| ÷ | Allotment | |
| | d) No. of debenture holders as on last day of | 8760 ,CD attached |
| | this quarter, (please provide details of NCD Holder viz. | |
| | Names, Holding, Mailing Address, Contact | |
| | Nos. (Benpos)) | |
| 21 | Brief details of the security created till date | Index of charges attached |
| | for the Debentures including third party | |
| 22 | securities Whether any security is pending to be | No |
| 22 | created for the Debentures, if yes provide | NO |
| | details of the same along with the date by | |
| | which such security is to be / was to be | |
| | created | |
| 23 | Whether the Secured Assets are insured? If | No |
| 24 | yes, attach the latest renewed copies thereof Certificate of inspection of trust property | Yes, we obtain security cover |
| 27 | (security provided – immovable) is | certificate from the auditor in every |
| | confirmed annually by the Auditors of the | quarter |
| | Company. | |
| 25 | Valuation Report (if applicable) has been | NA |
| 26 | obtained from Government approved value | A 1 1 |
| 26 27 | ROC Search Report has been obtained | Attached Submitted to BSE on 26.10.2016 |
| 21 | Confirmation with respect to submission of Half yearly communication (HYC) to BSE / | Submitted to BSE on 20.10.2016 |
| | NSE for the last applicable half year and | |
| | reasons for non-submission/ delay if any | |
| | (Only for Listed) | |
| | unaudited/audited financial results on half | Submitted to BSE on 26.10.2016 |
| | yearly basis should be submitted to | Submitted to BBB on 20.10.2010 |
| | exchanges within 45 days from the end of | |
| | half year | |
| 28 | Half yearly results statement should indicate | NA |
| | material deviation, if any. This should cover | |
| | deviation in use of proceeds of issue other | |
| 29 | than the object stated in offer document Publication of financial results and | Published on 27.10.2016 |
| 2) | statements within 2 calendar days of the | 1 donished on 27.10.2010 |
| | conclusion of the Board Meeting. (atleast in | |
| | one English national daily newspaper) | |
| 30 | HYC submitted to stock exchange contains | Yes |
| 21 | certificate signed by Debenture Trustee | V |
| 31 | Whether unaudited financial results are accompanied by Limited Review Report | Yes |
| | | |
| | 1 - · · · · · · · · · · · · · · · · · · | |
| | (LRR)* *LRR is not required if the company has | |

L

.

| | submit annual audited results within 60 days | |
|----|--------------------------------------------------------------------------|--------------------------------------|
| | from the end of Financial Year | |
| 32 | Details Regarding Registration of charges and reasons for delay (if any) | Index of charges attached |
| 33 | Whether all taxes, cesses, insurance premia, | Yes |
| | any other government charges with respect to | 1 ics |
| | Secured Assets for the issue have been paid. | |
| | If No, please give details and reasons for the | |
| | same | |
| 34 | Whether Debenture Redemption Reserve | YES |
| | (DRR) as per SEBI Guidelines and | 1 |
| | Companies Act has been maintained. If No, | |
| | please give reasons for the same. Please | |
| | provide details / issue wise of DRR amount | |
| | and date of transfer till date | |
| 35 | Confirmation & Supporting of creation / | |
| | maintaining DRR before April 30th by way of | We have deposited of |
| | deposit / invest not less than 15% of the | |
| | amount of debentures maturing during the | 10.20,50,57,000/- Off April 23.2010 |
| | year ending March 31, 2017 as detailed in | |
| | the clarification circular provided by MCA | |
| 36 | Whether any material change has taken place | NO |
| | in the nature and the conduct of the business | 110 |
| | of the Issuer since the date of Issue which is | |
| | detrimental to the interest of debenture | |
| | holders. If yes, please give details | |
| 37 | Whether any orders, directions, notice of | NO |
| | court/ tribunal / authority affecting or likely | 110 |
| | to affect the Secured Assets has been passed. | |
| | If yes, please give details | |
| 38 | Whether any major change in the | No |
| | composition of the Board of directors or | 110 |
| | shareholders as defined in SEBI (Substantial | |
| | Acquisition and Take Over) Regulations, | |
| | 2011 which amounts to change in control of | |
| | Issuer Company has occurred. If yes, please | |
| | give details | |
| 39 | Whether any change in Authorized Signatory | NA |
| | to banks who had signed Post Dated Cheques | |
| | (PDCs) given as security as per transaction | |
| | documents | |
| 40 | Security Cover as on September 30, 2016 | 1.36 Times. Auditors Certificate |
| | (Please attach CA Certificate in the format as | Attached Additions Certificate |
| | stated in Annexure) | Attached |
| 41 | Whether Register of Debenture Holders has | Yes, Register has been maintained by |
| 11 | been maintained with their addresses and | Register to this issue. |
| | whether the transfers and changes in | Togistial to this issue. |
| | · · · · · · · · · · · · · · · · · · · | |
| | ownership have been recorded. If no, please give reasons. | |
| 42 | | NIA |
| 74 | In case of Partially / Fully Convertible | NA |
| | Debentures, whether the debentures have | |
| | been converted into equity in accordance | |

| | with the terms of issue? If no, please give reasons. | |
|----|---------------------------------------------------------------------------------------|----------|
| 43 | Whether all the terms & conditions of the transaction documents are complied with? If | 1 |
| 44 | no, please give reasons. Whether the provisions of the following laws | |
| | applicable to debentures have been complied with: | |
| | a) Companies Act (For all Issuers) | Yes |
| | b) SEBI Model Listing Agreement (For | 1 |
| | Listed Issues) c) SEBI (Listing Obligation and Disclosure | Yes |
| 1 | c) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For | |
| | Listed Issues) | Yes |
| | d) ICDR Regulations (For all issuers) | 163 |
| 45 | Whether any dividend has been declared | No |
| | during this quarter. | |
| 46 | Nature of investor grievances received for | Attached |
| | quarter ended March 2016 its status as on | |
| | date of the submission of QCR and reason | |
| | for the non resolution/ delay if any (Details | |
| | to be separately provided in annexure as enclosed) | |
| 47 | Any Buy Back of NCDs during the quarter | NO |
| '' | and details of the same | NO |
| 48 | Whether the company has given prior | Yes |
| | intimation to exchanges of at least 11 | |
| | working days before the date on and from | |
| | which the interest on Debenture and | |
| 40 | redemption amount of Debentures is payable | |
| 49 | Whether the company has maintained | Yes |
| | functional website containing requisite information (Reg 62) | |
| 50 | Whether the company has intimated | Yes |
| | exchange(s) about its intention to raise funds | 103 |
| | through issue of new NCD and such | |
| | intimation was given prior to holding Board | |
| | meeting | |
| 51 | Compliance with Accounting Standard and | Yes |
| 50 | Financial disclosures | |
| 52 | | NA |
| | provisions as specified in Chapter IV viz Related Party framework, Independent | |
| | Directors, submission of quarterly | |
| | compliance report on corporate governance | |
| | to Exchange(s), prior intimation to | |
| | exchnages, disclosure of material | |
| | information/event, shareholding pattern | |
| 53 | Whether Directors and KMPs have disclosed | YES |
| | to Board of Directors whether they are | |
| | directly or indirectly have material interest in | |
| | any transaction | |

| 7.4 | 77.71 | |
|---------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| 54 | Whether the company has appointed qualified Company Secretary as the Compliance Officer | |
| 55 | Whether the Company has appointed Share transfer agent or manage the same in house | YES |
| 56 | Whether the Company has preserved the transactions records at least for 8 years | YES |
| 57 | Whether the Company is registered on the SEBI SCORES | YES |
| 58 | Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter | Filed on 28.10.2016. |
| 5960 | Whether the Company has constituted following committees and held meetings in compliance with the provisions • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee Whether the Company has made disclosure of material events/information to Exchanges | Yes Yes Yes Yes |
| 61 | and Debenture Trustee, if any Whether the company has submitted Annual Report within 21 working days to stock exchange(s) | Yes |
| 62 | The company shall appoint transfer agent (RTA) or manage the transfer cases in-house | Yes |
| 63 | 1 Whathan Alex O | Yes |

| | TUERUNES |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Updated list of names and addresses of debenture holders. (In case of a large list, kindly provide a CD in lieu of hard copies) |
| 2 | Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances. |
| 3 | Companies Auditors Certificate certifying the following (If already provided, please ignore): |
| | a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** |
| | c. Amount transferred to DRR as on March 31, 2016 d. Debt Equity Ratio |
| | e. Asset cover Ratio (100%) f. Debt Service coverage Ratio |
| | g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% |

asset cover ratio Total assets charged Rs. A ii. Total debts secured by way of charges created over the assets Rs. B with details thereof iii. Security Cover = A/B Note: 1. If third party security is created, please include the same and give supporting 2. Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities Duly audited annual accounts of the issuer company 5 Quarterly audited / unaudited financials of the Issuer Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on September 30, 2016 Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on September 30, 2016 along with details of the said book debts and/or receivable Report of the Lead Bank regarding progress of the Project 10 Paper cutting of publication of financial results (at least in one English national daily newspaper) Copy of all notices, resolutions and circulars relating to new issue of non convertible debt 11 securities, proceedings of meetings of debenture holders, advertisement issued in the media 12 Letter issued by Credit Rating agency for revised credit rating

Contact Details:

- a) Name of Authorised Signatory: Sreenath P.
- b) Email Address cs@kosamattam.com
- c) Contact Numbers 04812586400/506
- d) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private
- e) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
- f) Nanakramguda, Hyderabad 500 032, Tel: +91 40 67162222
- g) Name, Address and Email id of the Credit Rating Agency: Credit Analysis and Research Limited, Unit No. O-509/C, Spencer Plaza,5^ Floor, No 769, Anna Salai,
- h) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

Sreenath P.

Company Secretary & Compliance Officer

Date: 31.10.2016



Tel: +91 481 2586400 Email: info@kosamattam.com www.kosamattam.com CIN.U65929KL1987PLC004729



Compliance Report for the quarter ended September 30, 2016

Name of Issuer Company: KOSAMATTAM FINANCE LTD. NCD-5

| 40 | | |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| 1 | Description of the Debenture Series /Issue | NCD |
| | (Secured / Unsecured PCD/FCD/NCD) | |
| 2 | Type of Issue (Private / Public / Rights) | PUBLIC ISSUE |
| 3 | Issue Amount and Amounts Raised | Rs.230 Crores; Rs.230 Cr raised |
| 4 | Listed/Unlisted (If Listed, the Exchange | Listed (BSE) |
| | where listed) | |
| 5 | ISIN (Listed and Unlisted) | ISIN <u>Redemption Date</u> |
| | | INE403Q07276(Due on 04.01.2017) |
| | | INE403Q07284(Due on 31.05.2017) |
| | | INE403Q07292(Due on 31.05.2017) |
| | | INE403Q07300(Due on 30.11.2018) |
| | | INE403Q07318(Due on 31.08.2019) |
| | | INE403Q07326(Due on 30.11.2020) |
| | | INE403Q08043(Due on 28.02.2022) |
| 6 | Date of Listing of NCDs (please provide | INE403Q08050(Due on 28.02.2022) 04.12.2015 |
| | confirmation and supporting from BSE/NSE) | 04.12.2015 |
| 7 | Original & Revised (if any) Coupon Rate | As per Prospectus dated 14.10.2015 |
| 8 | Tenor of Issue | 26.10.2015-19.11.2015 |
| 9 | Date of Allotment of Debentures | 01.12.2015 |
| 10 | Confirmation of having complied with | |
| - | Foreign Account Tax Compliance Act | l I |
| | (FATCA) as regards the investors, borrowers | I (|
| | and other intermediaries (If Applicable - | |
| | along with supporting documents, | |
| | registration number etc) | |
| 11 | Date of Issue of Debenture Certificate | 01.12.2015 Credited to Demat |
| | (Physical) or Credit to Demat A/c | Account, Physical posted in |
| | | February, 2016. |
| 10 | | |
| 12 | Outstanding amount as on September 30, | Rs.2,30,00,00,000/- |
| 10 | 2016 | |
| 13 | Previous Interest Payment Date and Amount | 01.09.2016, Rs.96,69,958/- |
| 1.4 | paid North Interest Present Pr | 04/10/09/15 |
| 14 15 | Next Interest Payment Date and Amount | 01/10/2016, Rs.93,58,055/- |
| 16 | Previous Repayment Date and Amount paid | NILL |
| 17 | Next Repayment Date and Amount | 04/01/2017, Rs.18,72,79,000 |
| 17 | Whether there has been any delay / default in | No |
| | payment of interest and/or principal amount? | |
| | If yes the due dates thereof & date of | |
| 18 | payment Credit Rating at the time of issue / lost oradit | CADE DD for any 1 NOD 1 |
| 10 | Credit Rating at the time of issue / last credit rating prior to change | CARE BB+ for secured NCDs and |
| | rading prior to change | CARE BB for Unsecured NCDs vide letter dated 30.09.2015. |
| 19 | Present Credit Rating and date of change of | |
| 17 | Tresent Credit Nating and date of change of | For secured NCD- CARE BB+ dated |

| | credit rating. In case of revision, please | |
|----|------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| | attach letter from Credit Rating Agency | CARE BB dated 01.08.2016 |
| | indicating revision in rating. | |
| | | |
| 20 | a) No. of debenture holders on the date of | As on 17.03.2015 - 10749 |
| | Allotment | 110 011 1710012010 10719 |
| | b) No. of debenture holders as on last day of | 10238,CD attached |
| | this quarter, | |
| | (please provide details of NCD Holder viz. | |
| | Names, Holding, Mailing Address, Contact | |
| 21 | Nos. (Benpos)) Priof details of the groupity greated till date | Index of shares official |
| 21 | Brief details of the security created till date for the Debentures including third party | index of charges attached |
| | securities | |
| 22 | Whether any security is pending to be | No |
| | created for the Debentures, if yes provide | |
| | details of the same along with the date by | |
| | which such security is to be / was to be | |
| | created | |
| 23 | Whether the Secured Assets are insured? If | No |
| 24 | yes, attach the latest renewed copies thereof | VEC 14 |
| 24 | Certificate of inspection of trust property | YES, we obtain security cover certificate from the auditor in every |
| | (security provided – immovable) is confirmed annually by the Auditors of the | quarter |
| | Company. | quartor |
| 25 | Valuation Report (if applicable) has been | NA |
| | obtained from Government approved valuer | |
| 26 | ROC Search Report has been obtained | Attached |
| 27 | Confirmation with respect to submission of | Submitted to BSE on 26.10.2016 |
| | Half yearly communication (HYC) to BSE / | |
| | NSE for the last applicable half year and | |
| | reasons for non submission/ delay if any | |
| | (Only for Listed) | |
| | unaudited/audited financial results on half | |
| | yearly basis should be submitted to | Submitted to BSE on 26.10.2016 |
| | exchanges within 45 days from the end of | |
| | half year | |
| 28 | Half yearly results statement should indicate | NA |
| | material deviation, if any. This should cover | |
| | deviation in use of proceeds of issue other | |
| | than the object stated in offer document | D 11' 1 - 1 07 10 0016 |
| 29 | Publication of financial results and | Published on 27.10.2016 |
| | statements within 2 calendar days of the | |
| | conclusion of the Board Meeting. (atleast in one English national daily newspaper) | |
| 30 | HYC submitted to stock exchange contains | Yes |
| 30 | certificate signed by Debenture Trustee | |
| 31 | Whether unaudited financial results are | YES |
| | accompanied by Limited Review Report | ĺ. |
| | (LRR)* | |
| | | 3 |

| | *I DD ' ' 1 ' C ' 1 | |
|-----|-------------------------------------------------|--------------------------------------|
| | *LRR is not required if the company has | |
| i | intimated exchanges in advance that it shall | |
| | submit annual audited results within 60 days | |
| | from the end of Financial Year | |
| 32 | Details Regarding Registration of charges | Index of charges attached |
| ļ | and reasons for delay (if any) | |
| 33 | Whether all taxes, cesses, insurance premia, | |
| | any other government charges with respect to | |
| | Secured Assets for the issue have been paid. | |
| | If No, please give details and reasons for the | |
| | same | |
| 34 | Whether Debenture Redemption Reserve | YES |
| | (DRR) as per SEBI Guidelines and | |
| | Companies Act has been maintained. If No, | |
| | please give reasons for the same. Please | |
| | provide details / issue wise of DRR amount | |
| | and date of transfer till date | |
| 35 | Confirmation & Supporting of creation / | |
| l. | maintaining DRR before April 30th by way of | We have deposited of |
| | deposit / invest not less than 15% of the | Rs.28,56,97,800/- on April 29.2016 |
| | amount of debentures maturing during the | 1 |
| - | year ending March 31, 2017 as detailed in | |
| | the clarification circular provided by MCA | |
| 36 | Whether any material change has taken place | No |
| | in the nature and the conduct of the business | |
| | of the Issuer since the date of Issue which is | |
| | detrimental to the interest of debenture | |
| | holders. If yes, please give details | |
| 37 | Whether any orders, directions, notice of | NO |
| | court/ tribunal / authority affecting or likely | |
| | to affect the Secured Assets has been passed. | |
| | If yes, please give details | |
| 38 | Whether any major change in the | No. |
| | composition of the Board of directors or | |
| | shareholders as defined in SEBI (Substantial | |
| | Acquisition and Take Over) Regulations, | |
| | 2011 which amounts to change in control of | |
| | Issuer Company has occurred. If yes, please | |
| | give details | |
| 39 | Whether any change in Authorized Signatory | NA |
| | to banks who had signed Post Dated Cheques | |
| | (PDCs) given as security as per transaction | |
| | documents | |
| 40 | Security Cover as on Sept.30, 2016 (Please | 1.36 Times. Auditors Certificate |
| | attach CA Certificate in the format as stated | Attached. |
| | in Annexure) | |
| 41 | Whether Register of Debenture Holders has | Yes, Register has been maintained by |
| • • | been maintained with their addresses and | Registrar to this issue. |
| | whether the transfers and changes in | 0 |
| | ownership have been recorded. If no, please | 2 |
| | give reasons. | |
| 42 | In case of Partially / Fully Convertible | NA |
| | 1 - Convertible | 11/1 |

| | Debentures, whether the debentures have | |
|----|--------------------------------------------------|----------|
| | been converted into equity in accordance | |
| | with the terms of issue? If no, please give | |
| | reasons. | |
| 43 | Whether all the terms & conditions of the | 1 |
| | transaction documents are complied with? If | |
| | no, please give reasons. | |
| 44 | Whether the provisions of the following laws | |
| | applicable to debentures have been complied | |
| | with: | |
| | a) Companies Act (For all Issuers) | Yes |
| | b) SEBI Model Listing Agreement (For | Yes |
| | Listed Issues) | Yes |
| | c) SEBI (Listing Obligation and Disclosure | |
| | Requirements) Regulations 2015 (For | |
| | Listed Issues) | Yes |
| | d) ICDR Regulations (For all issuers) | |
| 45 | Whether any dividend has been declared | No |
| | during this quarter. | |
| 46 | Nature of investor grievances received for | Attached |
| | quarter ended March 2016 its status as on | |
| | date of the submission of QCR and reason | |
| | for the non resolution/ delay if any (Details | |
| | to be separately provided in annexure as | |
| | enclosed) | |
| 47 | Any Buy Back of NCDs during the quarter | No |
| | and details of the same | 110 |
| 48 | Whether the company has given prior | Yes |
| | intimation to exchanges of at least 11 | 163 |
| | working days before the date on and from | |
| | which the interest on Debenture and | |
| | redemption amount of Debentures is payable | · |
| 49 | Whether the company has maintained | Yes |
| 12 | functional website containing requisite | 168 |
| | information (Reg 62) | |
| 50 | Whether the company has intimated | V |
| 50 | exchange(s) about its intention to raise funds | Yes |
| | through issue of new NCD and such | |
| | | |
| | intimation was given prior to holding Board | |
| 51 | meeting Compliance with Association St. 1.1.1.1. | |
| 31 | Compliance with Accounting Standard and | Yes |
| 52 | Financial disclosures | |
| 32 | Compliance with Corporate Governance | NA |
| | provisions as specified in Chapter IV viz | |
| | Related Party framework, Independent | i |
| | Directors, submission of quarterly | |
| | compliance report on corporate governance | |
| | to Exchange(s), prior intimation to | |
| | exchnages, disclosure of material | 1 |
| | information/event, shareholding pattern | |
| 53 | Whether Directors and KMPs have disclosed | YES |
| | to Board of Directors whether they are | |
| | | |

| · · · · · · | directly or indirectly have material interest in any transaction | |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 54 | Whether the company has appointed qualified Company Secretary as the Compliance Officer | YES |
| 55 | Whether the Company has appointed Share transfer agent or manage the same in house | YES |
| 56 | Whether the Company has preserved the transactions records at least for 8 years | YES |
| 57 | Whether the Company is registered on the SEBI SCORES | YES |
| 58 | Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter | Filed on 28.10.2016. |
| 59 | Whether the Company has constituted following committees and held meetings in compliance with the provisions • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee | Yes Yes Yes Yes |
| 60 | Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any | Yes |
| 61 | Whether the company has submitted Annual Report within 21 working days to stock exchange(s) | Yes |
| 62 | The company shall appoint transfer agent (RTA) or manage the transfer cases in-house | Yes |
| 63 | Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) | Yes |

| 1 | Updated list of names and addresses of debenture holders. (In case of a large list, kindly provide a CD in lieu of hard copies) |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2 | Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances. |
| 3 | Companies Auditors Certificate certifying the following (If already provided, please ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor |
| | b. Security Cover ** c. Amount transferred to DRR as on March 31, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio |

g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio Total assets charged Rs. A ii. Total debts secured by way of charges created over the assets Rs. B with details thereof iii. Security Cover = A/B Note: 1. If third party security is created, please include the same and give supporting 2. Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities Duly audited annual accounts of the issuer company Ouarterly audited / unaudited financials of the Issuer 5 Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as 7 on Sept 30, 2016 Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on Sept 30, 2016 along with details of the said book debts and/or receivable Report of the Lead Bank regarding progress of the Project Paper cutting of publication of financial results (at least in one English national daily 10 newspaper) 11 Copy of all notices, resolutions and circulars relating to new issue of non convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media 12 Letter issued by Credit Rating agency for revised credit rating

Contact Details:

- i) Name of Authorised Signatory: Sreenath P.
- j) Email Address cs@kosamattam.com
- k) Contact Numbers 04812586400/506
- l) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private
- m) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
- n) Nanakramguda, Hyderabad 500 032, Tel: +91 40 67162222
- o) Name, Address and Email id of the Credit Rating Agency: Credit Analysis and Research Limited, Unit No. O-509/C, Spencer Plaza, 5^ Floor, No 769, Anna Salai,
- p) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

Sreenath P.

Company Secretary & Compliance Officer

Date: 31.10.2016

Regd.Office: Kosamattam M.K.C Building Market Junction,M.L. Road Kottayam - 686 001,Kerala,India Tel: +91 481 2586400 Email: info@kosamattam.com www.kosamattam.com CIN.U65929KL1987PLC004729



Compliance Report for the quarter ended September 30, 2016

Name of Issuer Company: KOSAMATTAM FINANCE LTD. NCD - 6

| 1 | Description of the Debenture Series /Issue | NCD |
|-----|-----------------------------------------------------|-------------------------------------|
| | (Secured / Unsecured PCD/FCD/NCD) | |
| 2 | Type of Issue (Private / Public / Rights) | PUBLIC ISSUE |
| 3 | Issue Amount and Amounts Raised | Issue Size: Rs.200 Crores; |
| | | Allotment Size: Rs.199,88,15,000 |
| 4 | Listed/Unlisted (If Listed, the Exchange | Listed (BSE) |
| | where listed) | |
| 5 | ISIN (Listed and Unlisted) | ISIN Redemption Date |
| | , | |
| | | INE403Q07334(18.02.2017) |
| | | INE403Q07342(18.02.2017) |
| | | INE403Q07359(14.03.2018) |
| | | INE403Q07367(14.02.2019) |
| | | INE403Q07375(14.02.2019) |
| | | INE403Q07383(14.02.2020) |
| | | INE403Q07391(14.06.2022) |
| | | INE403Q07409(14.06.2022) |
| 6 | Date of Listing of NCDs (please provide | 19.02.2016 |
| _ | confirmation and supporting from BSE/NSE) | |
| 7 | Original & Revised (if any) Coupon Rate | As per Prospectus dated 13.01.2016 |
| 8 | Tenor of Issue | 18.01.2016-04.02.2016 |
| 9 | Date of Allotment of Debentures | 15.02.2016 |
| 10 | Confirmation of having complied with | NA |
| | Foreign Account Tax Compliance Act | |
| | (FATCA) as regards the investors, borrowers | |
| | and other intermediaries (If Applicable - | |
| | along with supporting documents, | |
| • | registration number etc) | |
| 11 | Date of Issue of Debenture Certificate | 15.02.2016 Credit to Demat Account, |
| •• | (Physical) or Credit to Demat A/c | Physical certificate 04/05/2016 |
| 12 | Outstanding amount as on September 30, | Rs.199,88,15,000/- |
| | 2016 | |
| 13 | Previous Interest Payment Date and Amount | 01.09.2016, Rs.1,05,89,025/- |
| 1.0 | paid | |
| 14 | Next Interest Payment Date and Amount | 01.10.2016, Rs.1,02,47,460/- |
| 15 | Previous Repayment Date and Amount paid | NA |
| 16 | Next Repayment Date and Amount | 18/02/2017 Rs.40,06,22,000/- |
| 17 | Whether there has been any delay / default in | |
| 1, | payment of interest and/or principal amount? | |
| | If yes the due dates thereof & date of | |
| | payment | |
| 18 | Credit Rating at the time of issue / last credit | CARE BB+ |
| 10 | rating prior to change | |
| 19 | Present Credit Rating and date of change of | |
| エフ | I I TODOLLE CIOULE I CALLIE ALLE GALO OF OHALIES OF | |

| | 1 11 11 11 11 11 11 11 11 11 11 11 11 1 | Talaaa aa a |
|------------|-------------------------------------------------------------------------------------------|-------------------------------------------|
| | credit rating. In case of revision, please | |
| | attach letter from Credit Rating Agency | |
| | indicating revision in rating. | |
| 20 | c) No. of debenture holders on the date of | As on 15.02.2016, 8426 |
| | Allotment | 5005 05 1 1 |
| | d) No. of debenture holders as on last day of | 7927, CD attached |
| | this quarter, | |
| | (please provide details of NCD Holder viz. | |
| | Names, Holding, Mailing Address, Contact | |
| 21 | Nos. (Benpos)) | I. J |
| 21 | Brief details of the security created till date for the Debentures including third party | Index of charges attached |
| | securities | |
| 22 | Whether any security is pending to be | No |
| 22 | created for the Debentures, if yes provide | I NO |
| | details of the same along with the date by | |
| | which such security is to be / was to be | |
| | created | |
| 23 | Whether the Secured Assets are insured? If | No |
| | yes, attach the latest renewed copies thereof | |
| 24 | Certificate of inspection of trust property | YES, we obtain security cover |
| | (security provided – immovable) is | certificate from the auditor in every |
| | confirmed annually by the Auditors of the | quarter |
| | Company. | |
| 25 | Valuation Report (if applicable) has been | NA |
| | obtained from Government approved valuer | |
| 26 | ROC Search Report has been obtained | Attached |
| 27 | Confirmation with respect to submission of | Submitted to BSE on 26.10.2016 |
| | Half yearly communication (HYC) to BSE / | |
| | NSE for the last applicable half year and | |
| | reasons for non submission/ delay if any | |
| | (Only for Listed) | |
| | | Submitted to BSE on 26.10.2016 |
| | unaudited/audited financial results on half | Submitted to BSE on 20.10.2010 |
| | yearly basis should be submitted to | |
| | exchanges within 45 days from the end of | |
| 20 | half year | NA |
| 28 | Half yearly results statement should indicate | INA |
| | material deviation, if any. This should cover deviation in use of proceeds of issue other | |
| | than the object stated in offer document | |
| 29 | Publication of financial results and | Published on 27.10.2016 |
| 47 | statements within 2 calendar days of the | A GOHOLIOG OH 27.10.2010 |
| | conclusion of the Board Meeting. (atleast in | |
| | one English national daily newspaper) | |
| 30 | HYC submitted to stock exchange contains | Yes |
| 50 | certificate signed by Debenture Trustee | |
| 31 | Whether unaudited financial results are | YES |
| <i>J</i> 1 | accompanied by Limited Review Report | - |
| | (LRR)* | |
| | *LRR is not required if the company has | |
| | intimated exchanges in advance that it shall | |
| | | |

2/2/

| | submit annual audited results within 60 days from the end of Financial Year | |
|----|-----------------------------------------------------------------------------|--------------------------------------|
| 32 | | T. 1 C.1 |
| | Details Regarding Registration of charges and reasons for delay (if any) | |
| 33 | Whether all taxes, cesses, insurance premia, | |
| | any other government charges with respect to | |
| | Secured Assets for the issue have been paid. | |
| | If No, please give details and reasons for the | |
| | same | |
| 34 | Whether Debenture Redemption Reserve | Yes |
| | (DRR) as per SEBI Guidelines and | |
| | Companies Act has been maintained. If No, | |
| | please give reasons for the same. Please | |
| | provide details / issue wise of DRR amount | |
| | and date of transfer till date | |
| 35 | Confirmation & Supporting of creation / | |
| | maintaining DRR before April 30th by way of | - |
| | deposit / invest not less than 15% of the | Rs.28,56,97,800/- on April 29.2016 |
| | amount of debentures maturing during the | |
| | year ending March 31, 2017 as detailed in | |
| | the clarification circular provided by MCA | |
| 36 | Whether any material change has taken place | No |
| | in the nature and the conduct of the business | |
| | of the Issuer since the date of Issue which is | |
| | detrimental to the interest of debenture | |
| | holders. If yes, please give details | |
| 37 | Whether any orders, directions, notice of | No |
| | court/ tribunal / authority affecting or likely | |
| | to affect the Secured Assets has been passed. | |
| | If yes, please give details | |
| 38 | Whether any major change in the | No |
| | composition of the Board of directors or | |
| | shareholders as defined in SEBI (Substantial | |
| | Acquisition and Take Over) Regulations, | |
| | 2011 which amounts to change in control of | |
| | Issuer Company has occurred. If yes, please | |
| 20 | give details | |
| 39 | Whether any change in Authorized Signatory | NA |
| | to banks who had signed Post Dated Cheques | |
| | (PDCs) given as security as per transaction | |
| 40 | documents | 126 77 |
| 40 | Security Cover as on Sept.30, 2016 (Please | 1.36 Times. Auditors Certificate |
| | attach CA Certificate in the format as stated | Attached |
| 41 | in Annexure) | |
| 41 | Whether Register of Debenture Holders has | Yes, Register has been maintained by |
| | been maintained with their addresses and | Registrar to this issue. |
| | whether the transfers and changes in | |
| | ownership have been recorded. If no, please | |
| 10 | give reasons. | |
| 42 | In case of Partially / Fully Convertible | NA |
| | Debentures, whether the debentures have | |
| | been converted into equity in accordance | |

| <u> </u> | | |
|----------|----------------------------------------------------------------------------------|----------|
| | with the terms of issue? If no, please give reasons. | |
| 43 | Whether all the terms & conditions of the | YES |
| | transaction documents are complied with? If | — ·- |
| | no, please give reasons. | |
| 44 | Whether the provisions of the following laws | |
| | applicable to debentures have been complied | |
| | with: | |
| | e) Companies Act (For all Issuers) | Yes |
| | f) SEBI Model Listing Agreement (For | Yes |
| | Listed Issues) | Yes |
| | g) SEBI (Listing Obligation and Disclosure | |
| | Requirements) Regulations 2015 (For | |
| | Listed Issues) | Yes |
| | h) ICDR Regulations (For all issuers) | |
| 45 | Whether any dividend has been declared | No |
| | during this quarter. | |
| 46 | Nature of investor grievances received for | Attached |
| | quarter ended March 2016 its status as on | |
| | date of the submission of QCR and reason | |
| | for the non resolution/ delay if any (Details | |
| | to be separately provided in annexure as | |
| | enclosed) | |
| 47 | Any Buy Back of NCDs during the quarter | NO |
| | and details of the same | |
| 48 | Whether the company has given prior | Yes |
| | intimation to exchanges of at least 11 | |
| | working days before the date on and from | |
| | which the interest on Debenture and | |
| 40 | redemption amount of Debentures is payable | 77 |
| 49 | Whether the company has maintained | Yes |
| | functional website containing requisite | |
| 50 | information (Reg 62) Whether the company has intimated | V |
| 30 | Whether the company has intimated exchange(s) about its intention to raise funds | Yes |
| | through issue of new NCD and such | |
| | intimation was given prior to holding Board | |
| | meeting | |
| 51 | Compliance with Accounting Standard and | Yes |
| 31 | Financial disclosures | 1 es |
| 52 | Compliance with Corporate Governance | NA |
| 32 | provisions as specified in Chapter IV viz | INA |
| | Related Party framework, Independent | |
| | Directors, submission of quarterly | |
| | compliance report on corporate governance | |
| | to Exchange(s), prior intimation to | |
| | exchanges, disclosure of material | |
| | information/event, shareholding pattern | |
| 53 | Whether Directors and KMPs have disclosed | YES |
| | to Board of Directors whether they are | |
| | directly or indirectly have material interest in | |
| | any transaction | |
| | | |

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| 54 | Whether the company has appointed qualified Company Secretary as the Compliance Officer | YES |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 55 | Whether the Company has appointed Share transfer agent or manage the same in house | YES |
| 56 | Whether the Company has preserved the transactions records at least for 8 years | YES |
| 57 | Whether the Company is registered on the SEBI SCORES | YES |
| 58 | Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter | Filed on 28.10.2016 |
| 59 | Whether the Company has constituted following committees and held meetings in compliance with the provisions • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee | Yes Yes Yes Yes |
| 60 | Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any | Yes |
| 61 | Whether the company has submitted Annual Report within 21 working days to stock exchange(s) | Yes |
| 62 | The company shall appoint transfer agent (RTA) or manage the transfer cases in-house | Yes |
| 63 | Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) | Yes |

| ANNEXURES | |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Updated list of names and addresses of debenture holders. (In case of a large list, kindly provide a CD in lieu of hard copies) |
| 2 | Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances. |
| 3 | Companies Auditors Certificate certifying the following (If already provided, please ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on March 31, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio |
| | h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% |

| | asset cover ratio |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | i. Total assets charged ii. Total debts secured by way of charges created over the assets with details thereof iii. Security Cover = A/B |
| | Note: 1. If third party security is created, please include the same and give supporting 2. Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities |
| 4 | Duly audited annual accounts of the issuer company |
| 5 | Quarterly audited / unaudited financials of the Issuer |
| 6 | Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies |
| 7 | CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on Sept 30, 2016 |
| 8 | Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on Sept 30, 2016 along with details of the said book debts and/or receivable |
| 9 | Report of the Lead Bank regarding progress of the Project |
| 10 | Paper cutting of publication of financial results (at least in one English national daily newspaper) |
| 11 | Copy of all notices, resolutions and circulars relating to new issue of non convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media |
| 12 | Letter issued by Credit Rating agency for revised credit rating |
| | |

Contact Details:

- q) Name of Authorised Signatory: Sreenath P.
- r) Email Address cs@kosamattam.com
- s) Contact Numbers 04812586400/506
- t) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private
- u) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
- v) Nanakramguda, Hyderabad 500 032, Tel: +91 40 67162222
- w) Name, Address and Email id of the Credit Rating Agency: Credit Analysis and Research Limited, Unit No. O-509/C, Spencer Plaza, 5^ Floor, No 769, Anna Salai,
- x) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

Sreenath P.

Company Secretary & Compliance Officer

Date: 28/10/2016



Regd.Office: Kosamattam M.K.C Building Market Junction,M.L. Road Kottayam - 686 001,Kerala,India Tel: +91 481 2586400 Email: info@kosamattam.com www.kosamattam.com CIN.U65929KL1987PLC004729



Compliance Report for the quarter ended September 30, 2016

Name of Issuer Company: KOSAMATTAM FINANCE LTD. NCD - 6

| 1 | Description of the Debenture Series /Issue | NCD |
|-----|-----------------------------------------------------|-------------------------------------|
| | (Secured / Unsecured PCD/FCD/NCD) | |
| 2 | Type of Issue (Private / Public / Rights) | PUBLIC ISSUE |
| 3 | Issue Amount and Amounts Raised | Issue Size: Rs.200 Crores; |
| | | Allotment Size: Rs.199,88,15,000 |
| 4 | Listed/Unlisted (If Listed, the Exchange | Listed (BSE) |
| | where listed) | |
| 5 | ISIN (Listed and Unlisted) | ISIN Redemption Date |
| | , | |
| | | INE403Q07334(18.02.2017) |
| | | INE403Q07342(18.02.2017) |
| | | INE403Q07359(14.03.2018) |
| | | INE403Q07367(14.02.2019) |
| | | INE403Q07375(14.02.2019) |
| | | INE403Q07383(14.02.2020) |
| | | INE403Q07391(14.06.2022) |
| | | INE403Q07409(14.06.2022) |
| 6 | Date of Listing of NCDs (please provide | 19.02.2016 |
| _ | confirmation and supporting from BSE/NSE) | |
| 7 | Original & Revised (if any) Coupon Rate | As per Prospectus dated 13.01.2016 |
| 8 | Tenor of Issue | 18.01.2016-04.02.2016 |
| 9 | Date of Allotment of Debentures | 15.02.2016 |
| 10 | Confirmation of having complied with | NA |
| | Foreign Account Tax Compliance Act | |
| | (FATCA) as regards the investors, borrowers | |
| | and other intermediaries (If Applicable - | |
| | along with supporting documents, | |
| • | registration number etc) | |
| 11 | Date of Issue of Debenture Certificate | 15.02.2016 Credit to Demat Account, |
| •• | (Physical) or Credit to Demat A/c | Physical certificate 04/05/2016 |
| 12 | Outstanding amount as on September 30, | Rs.199,88,15,000/- |
| | 2016 | |
| 13 | Previous Interest Payment Date and Amount | 01.09.2016, Rs.1,05,89,025/- |
| 1.0 | paid | |
| 14 | Next Interest Payment Date and Amount | 01.10.2016, Rs.1,02,47,460/- |
| 15 | Previous Repayment Date and Amount paid | NA |
| 16 | Next Repayment Date and Amount | 18/02/2017 Rs.40,06,22,000/- |
| 17 | Whether there has been any delay / default in | |
| 1, | payment of interest and/or principal amount? | |
| | If yes the due dates thereof & date of | |
| | payment | |
| 18 | Credit Rating at the time of issue / last credit | CARE BB+ |
| 10 | rating prior to change | |
| 19 | Present Credit Rating and date of change of | |
| エフ | I I TODOLLE CIOULE I CALLIE ALLE GALO OF OHALIES OF | |

| | 1 11 11 11 11 11 11 11 11 11 11 11 11 1 | Talaaa aa a |
|------------|-------------------------------------------------------------------------------------------|-------------------------------------------|
| | credit rating. In case of revision, please | |
| | attach letter from Credit Rating Agency | |
| | indicating revision in rating. | |
| 20 | c) No. of debenture holders on the date of | As on 15.02.2016, 8426 |
| | Allotment | 5005 05 1 1 |
| | d) No. of debenture holders as on last day of | 7927, CD attached |
| | this quarter, | |
| | (please provide details of NCD Holder viz. | |
| | Names, Holding, Mailing Address, Contact | |
| 21 | Nos. (Benpos)) | I. J |
| 21 | Brief details of the security created till date for the Debentures including third party | Index of charges attached |
| | securities | |
| 22 | Whether any security is pending to be | No |
| 22 | created for the Debentures, if yes provide | I NO |
| | details of the same along with the date by | |
| | which such security is to be / was to be | |
| | created | |
| 23 | Whether the Secured Assets are insured? If | No |
| | yes, attach the latest renewed copies thereof | |
| 24 | Certificate of inspection of trust property | YES, we obtain security cover |
| | (security provided – immovable) is | certificate from the auditor in every |
| | confirmed annually by the Auditors of the | quarter |
| | Company. | |
| 25 | Valuation Report (if applicable) has been | NA |
| | obtained from Government approved valuer | |
| 26 | ROC Search Report has been obtained | Attached |
| 27 | Confirmation with respect to submission of | Submitted to BSE on 26.10.2016 |
| | Half yearly communication (HYC) to BSE / | |
| | NSE for the last applicable half year and | |
| | reasons for non submission/ delay if any | |
| | (Only for Listed) | |
| | | Submitted to BSE on 26.10.2016 |
| | unaudited/audited financial results on half | Submitted to BSE on 20.10.2010 |
| | yearly basis should be submitted to | |
| | exchanges within 45 days from the end of | |
| 20 | half year | NA |
| 28 | Half yearly results statement should indicate | INA |
| | material deviation, if any. This should cover deviation in use of proceeds of issue other | |
| | than the object stated in offer document | |
| 29 | Publication of financial results and | Published on 27.10.2016 |
| 47 | statements within 2 calendar days of the | A GOHOLIOG OH 27.10.2010 |
| | conclusion of the Board Meeting. (atleast in | |
| | one English national daily newspaper) | |
| 30 | HYC submitted to stock exchange contains | Yes |
| 50 | certificate signed by Debenture Trustee | |
| 31 | Whether unaudited financial results are | YES |
| <i>J</i> 1 | accompanied by Limited Review Report | - |
| | (LRR)* | |
| | *LRR is not required if the company has | |
| | intimated exchanges in advance that it shall | |
| | | |

2/2/

| | submit annual audited results within 60 days from the end of Financial Year | |
|----|-----------------------------------------------------------------------------|--------------------------------------|
| 32 | | T. 1 C.1 |
| | Details Regarding Registration of charges and reasons for delay (if any) | |
| 33 | Whether all taxes, cesses, insurance premia, | |
| | any other government charges with respect to | |
| | Secured Assets for the issue have been paid. | |
| | If No, please give details and reasons for the | |
| | same | |
| 34 | Whether Debenture Redemption Reserve | Yes |
| | (DRR) as per SEBI Guidelines and | |
| | Companies Act has been maintained. If No, | |
| | please give reasons for the same. Please | |
| | provide details / issue wise of DRR amount | |
| | and date of transfer till date | |
| 35 | Confirmation & Supporting of creation / | |
| | maintaining DRR before April 30th by way of | - |
| | deposit / invest not less than 15% of the | Rs.28,56,97,800/- on April 29.2016 |
| | amount of debentures maturing during the | |
| | year ending March 31, 2017 as detailed in | |
| | the clarification circular provided by MCA | |
| 36 | Whether any material change has taken place | No |
| | in the nature and the conduct of the business | |
| | of the Issuer since the date of Issue which is | |
| | detrimental to the interest of debenture | |
| | holders. If yes, please give details | |
| 37 | Whether any orders, directions, notice of | No |
| | court/ tribunal / authority affecting or likely | |
| | to affect the Secured Assets has been passed. | |
| | If yes, please give details | |
| 38 | Whether any major change in the | No |
| | composition of the Board of directors or | |
| | shareholders as defined in SEBI (Substantial | |
| | Acquisition and Take Over) Regulations, | |
| | 2011 which amounts to change in control of | |
| | Issuer Company has occurred. If yes, please | |
| 20 | give details | |
| 39 | Whether any change in Authorized Signatory | NA |
| | to banks who had signed Post Dated Cheques | |
| | (PDCs) given as security as per transaction | |
| 40 | documents | 126 77 |
| 40 | Security Cover as on Sept.30, 2016 (Please | 1.36 Times. Auditors Certificate |
| | attach CA Certificate in the format as stated | Attached |
| 41 | in Annexure) | |
| 41 | Whether Register of Debenture Holders has | Yes, Register has been maintained by |
| | been maintained with their addresses and | Registrar to this issue. |
| | whether the transfers and changes in | |
| | ownership have been recorded. If no, please | |
| 10 | give reasons. | |
| 42 | In case of Partially / Fully Convertible | NA |
| | Debentures, whether the debentures have | |
| | been converted into equity in accordance | |

| <u> </u> | | |
|----------|----------------------------------------------------------------------------------|----------|
| | with the terms of issue? If no, please give reasons. | |
| 43 | Whether all the terms & conditions of the | YES |
| | transaction documents are complied with? If | — ·- |
| | no, please give reasons. | |
| 44 | Whether the provisions of the following laws | |
| | applicable to debentures have been complied | |
| | with: | |
| | e) Companies Act (For all Issuers) | Yes |
| | f) SEBI Model Listing Agreement (For | Yes |
| | Listed Issues) | Yes |
| | g) SEBI (Listing Obligation and Disclosure | |
| | Requirements) Regulations 2015 (For | |
| | Listed Issues) | Yes |
| | h) ICDR Regulations (For all issuers) | |
| 45 | Whether any dividend has been declared | No |
| | during this quarter. | |
| 46 | Nature of investor grievances received for | Attached |
| | quarter ended March 2016 its status as on | |
| | date of the submission of QCR and reason | |
| | for the non resolution/ delay if any (Details | |
| | to be separately provided in annexure as | |
| | enclosed) | |
| 47 | Any Buy Back of NCDs during the quarter | NO |
| | and details of the same | |
| 48 | Whether the company has given prior | Yes |
| | intimation to exchanges of at least 11 | |
| | working days before the date on and from | |
| | which the interest on Debenture and | |
| 40 | redemption amount of Debentures is payable | 77 |
| 49 | Whether the company has maintained | Yes |
| | functional website containing requisite | |
| 50 | information (Reg 62) Whether the company has intimated | V |
| 30 | Whether the company has intimated exchange(s) about its intention to raise funds | Yes |
| | through issue of new NCD and such | |
| | intimation was given prior to holding Board | |
| | meeting | |
| 51 | Compliance with Accounting Standard and | Yes |
| 31 | Financial disclosures | 1 es |
| 52 | Compliance with Corporate Governance | NA |
| 32 | provisions as specified in Chapter IV viz | INA |
| | Related Party framework, Independent | |
| | Directors, submission of quarterly | |
| | compliance report on corporate governance | |
| | to Exchange(s), prior intimation to | |
| | exchanges, disclosure of material | |
| | information/event, shareholding pattern | |
| 53 | Whether Directors and KMPs have disclosed | YES |
| | to Board of Directors whether they are | |
| | directly or indirectly have material interest in | |
| | any transaction | |
| | | |

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| 54 | Whether the company has appointed qualified Company Secretary as the Compliance Officer | YES |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 55 | Whether the Company has appointed Share transfer agent or manage the same in house | YES |
| 56 | Whether the Company has preserved the transactions records at least for 8 years | YES |
| 57 | Whether the Company is registered on the SEBI SCORES | YES |
| 58 | Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter | Filed on 28.10.2016 |
| 59 | Whether the Company has constituted following committees and held meetings in compliance with the provisions • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee | Yes Yes Yes Yes |
| 60 | Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any | Yes |
| 61 | Whether the company has submitted Annual Report within 21 working days to stock exchange(s) | Yes |
| 62 | The company shall appoint transfer agent (RTA) or manage the transfer cases in-house | Yes |
| 63 | Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) | Yes |

ANNEXURES

| LAT. | INEXURES | |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1 | Updated list of names and addresses of debenture holders. (In case of a large list, kindly provide a CD in lieu of hard copies) | |
| 2 | Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances. | |
| 3 | Companies Auditors Certificate certifying the following (If already provided, please ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on March 31, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio | |
| | h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% | |

| | asset cover ratio | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| | i. Total assets charged ii. Total debts secured by way of charges created over the assets with details thereof iii. Security Cover = A/B | |
| | Note: 1. If third party security is created, please include the same and give supporting 2. Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities | |
| 4 | Duly audited annual accounts of the issuer company | |
| 5 | Quarterly audited / unaudited financials of the Issuer | |
| 6 | Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies | |
| 7 | CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on Sept 30, 2016 | |
| 8 | Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on Sept 30, 2016 along with details of the said book debts and/or receivable | |
| 9 | Report of the Lead Bank regarding progress of the Project | |
| 10 | Paper cutting of publication of financial results (at least in one English national daily newspaper) | |
| 11 | Copy of all notices, resolutions and circulars relating to new issue of non convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media | |
| 12 | Letter issued by Credit Rating agency for revised credit rating | |
| | | |

Contact Details:

- q) Name of Authorised Signatory: Sreenath P.
- r) Email Address cs@kosamattam.com
- s) Contact Numbers 04812586400/506
- t) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private
- u) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
- v) Nanakramguda, Hyderabad 500 032, Tel: +91 40 67162222
- w) Name, Address and Email id of the Credit Rating Agency: Credit Analysis and Research Limited, Unit No. O-509/C, Spencer Plaza, 5^ Floor, No 769, Anna Salai,
- x) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

Sreenath P.

Company Secretary & Compliance Officer

Date: 28/10/2016





Compliance Report for the quarter ended September 30, 2016

Name of Issuer Company: KOSAMATTAM FINANCE LTD. NCD-7

| | A 1990CI COMPANY . KOSAWA I AW | FINANCE LTD. NCD- / |
|----|-----------------------------------------------------------------------------------|-------------------------------------|
| 1 | Description of the Debenture Series /Issue | NCD |
| | (Secured / Unsecured PCD/FCD/NCD) | |
| 2 | Type of Issue (Private / Public / Rights) | PUBLIC ISSUE |
| 3 | Issue Amount and Amounts Raised | Issue Size:Rs.250Crores ; |
| | | Allotment: Rs. 2,34,51,14,000 |
| 4 | Listed/Unlisted (If Listed, the Exchange where listed) | Listed (BSE) |
| 5 | ISIN (Listed and Unlisted) | ISIN Redemption Date |
| , | | INE403Q07417 (14.07.2017) |
| | | INE403Q07425 (08.06.2018) |
| | | INE403Q07433 (08.06.2018) |
| | | INE403Q07441 (08.06.2019) |
| | | INE403Q07458 (08.06.2019) |
| | | INE403Q07466 (08.06.2020) |
| | | INE403Q07474 (08.12.2022) |
| | | INE403Q07482 (08.12.2022) |
| 6 | Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE) | 14.06.2016 |
| 7 | Original & Revised (if any) Coupon Rate | As per Prospectus dated 25.04.2016 |
| 8 | Tenor of Issue | 02.05.2016 - 31.05.2016 |
| 9 | Date of Allotment of Debentures | 09.06.2016 |
| 10 | Confirmation of having complied with | NA |
| | Foreign Account Tax Compliance Act | |
| | (FATCA) as regards the investors, borrowers | |
| : | and other intermediaries (If Applicable - | |
| | along with supporting documents, | |
| | registration number etc) | |
| 11 | Date of Issue of Debenture Certificate | 09.06.2016 Credit to Demat Account, |
| | (Physical) or Credit to Demat A/c | Physical certificate dispatch on |
| | | 06.09.2016. |
| | | |
| 12 | Outstanding amount as onSeptember, 2016 | Rs. 2,34,51,14,000/- |
| 13 | Previous Interest Payment Date and Amount | 01.09.2016, Rs.1,10,13,925/- |
| | paid | |
| 14 | Next Interest Payment Date and Amount | 01.10.2016, Rs.1,06,58,775/- |
| 15 | Previous Repayment Date and Amount paid | NA |
| 16 | Next Repayment Date and Amount | 14/07/2017. Rs.43,25,59,000/- |
| 17 | Whether there has been any delay / default in | |
| 1, | payment of interest and/or principal amount? | |
| | If yes the due dates thereof & date of | |
| | payment due dates thereof the date of | |
| 18 | Credit Rating at the time of issue / last credit | CARE BB+ |
| 10 | rating prior to change | |
| 10 | Present Credit Rating and date of change of | |
| 19 | credit rating. In case of revision, please | CARE BB+ dated 01.08.2016 |
| | | |
| | attach letter from Credit Rating Agency | |

| | indicating revision in rating. | |
|-----------|--------------------------------------------------------------------------------------|---------------------------------------|
| 20 | a) No. of debenture holders on the date of | As on 09.06.2016- 10.999 |
| ! | Allotment | 113 011 03.00.2010 10,333 |
| | b) No. of debenture holders as on last day of | 10.284, CD attached |
| | this quarter, | |
| | (please provide details of NCD Holder viz. | |
| | Names, Holding, Mailing Address, Contact | |
| | Nos. (Benpos)) | |
| 21 | Brief details of the security created till date | Index of charges attached |
| | for the Debentures including third party | |
| | securities | |
| 22 | Whether any security is pending to be | No |
| | created for the Debentures, if yes provide | |
| | details of the same along with the date by | |
| | which such security is to be / was to be | |
| | created | |
| 23 | Whether the Secured Assets are insured? If | No |
| | yes, attach the latest renewed copies thereof | |
| 24 | Certificate of inspection of trust property | Yes, we obtain security cover |
| | (security provided – immovable) is | certificate from the auditor in every |
| | confirmed annually by the Auditors of the | quarter |
| | Company. | |
| 25 | Valuation Report (if applicable) has been | NA |
| | obtained from Government approved valuer | |
| 26 | ROC Search Report has been obtained | Attached |
| 27 | Confirmation with respect to submission of | Submitted to BSE on 26.10.2016 |
| | Half yearly communication (HYC) to BSE / | |
| | NSE for the last applicable half year and | |
| | reasons for non submission/ delay if any | |
| | (Only for Listed) | |
| | 1: 1/ 1: 1 0: 1 1 | Submitted to DSE on 26 10 2016 |
| | unaudited/audited financial results on half | Submitted to BSE on 20.10.2010 |
| | yearly basis should be submitted to | |
| | exchanges within 45 days from the end of | |
| 20 | half year | NTA . |
| 28 | Half yearly results statement should indicate | NA |
| | material deviation, if any. This should cover | |
| | deviation in use of proceeds of issue other than the object stated in offer document | |
| 29 | | Published on 27.10.2016 |
| 49 | | rubhshed on 27.10.2016 |
| | statements within 2 calendar days of the | |
| | conclusion of the Board Meeting. (atleast in | |
| 20 | one English national daily newspaper) | Voc |
| 30 | HYC submitted to stock exchange contains | Yes |
| 21 | certificate signed by Debenture Trustee | VEC |
| 31 | Whether unaudited financial results are | YES |
| | accompanied by Limited Review Report | |
| | (LRR)* | |
| | *LRR is not required if the company has | |
| | intimated exchanges in advance that it shall | / |
| | submit annual audited results within 60 days | · |
| | from the end of Financial Year | <u> </u> |

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| 32 | Dataila Dagardina David di Cari | |
|-----|--------------------------------------------------------------------------|-------------------------------------|
| | Details Regarding Registration of charges and reasons for delay (if any) | |
| 33 | Whether all taxes, cesses, insurance premia, | Yes |
| | any other government charges with respect to | |
| | Secured Assets for the issue have been paid. | |
| | If No, please give details and reasons for the | |
| | same | |
| 34 | Whether Debenture Redemption Reserve | Yes |
| | (DRR) as per SEBI Guidelines and | |
| i | Companies Act has been maintained. If No, | |
| | please give reasons for the same. Please | |
| | provide details / issue wise of DRR amount | |
| | and date of transfer till date | |
| 35 | Confirmation & Supporting of creation / | |
| | maintaining DRR before April 30th by way of | We have deposited of |
| | deposit / invest not less than 15% of the | Rs.28,56,97,800/- on April 29.2016 |
| | amount of debentures maturing during the | ' |
| | year ending March 31, 2017 as detailed in | |
| 26 | the clarification circular provided by MCA | |
| 36 | Whether any material change has taken place | No |
| | in the nature and the conduct of the business | |
| | of the Issuer since the date of Issue which is | |
| | detrimental to the interest of debenture | |
| 27 | holders. If yes, please give details | |
| 37 | Whether any orders, directions, notice of | No |
| | court/ tribunal / authority affecting or likely | |
| | to affect the Secured Assets has been passed. | |
| 38 | If yes, please give details | |
| 38 | Whether any major change in the | No |
| | composition of the Board of directors or | |
| | shareholders as defined in SEBI (Substantial | |
| | Acquisition and Take Over) Regulations, | |
| | 2011 which amounts to change in control of | |
| | Issuer Company has occurred. If yes, please give details | |
| 39 | Whether any change in Authorized Signatory | NA |
| | to banks who had signed Post Dated Cheques | INW. |
| | (PDCs) given as security as per transaction | |
| | documents | |
| 40 | Security Cover as on Sept.30, 2016 (Please | 1.36 Times. Auditors Certificate |
| | attach CA Certificate in the format as stated | Attached |
| | in Annexure) | 1111101100 |
| 41 | Whether Register of Debenture Holders has | Yes, Registered has been maintained |
| • • | been maintained with their addresses and | by Registrar to this issue. |
| | whether the transfers and changes in | , |
| | ownership have been recorded. If no, please | |
| | give reasons. | |
| 42 | | NA |
| | Debentures, whether the debentures have | |
| | been converted into equity in accordance | |
| | with the terms of issue? If no, please give | <i>A</i> |
| | reasons. | 4 |
| | I VGDUIID. | Ų |

| 43 | W/L-d- 11 d | |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 43 | Whether all the terms & conditions of the | YES |
| | transaction documents are complied with? It | f |
| 44 | no, please give reasons. | |
| 44 | Whether the provisions of the following laws | |
| | applicable to debentures have been complied with: | |
| | i i | |
| | a) Companies Act (For all Issuers) | Yes |
| | b) SEBI Model Listing Agreement (For | |
| ļ | Listed Issues) | Yes |
| | c) SEBI (Listing Obligation and Disclosure | |
| | Requirements) Regulations 2015 (For | |
| | Listed Issues) | Yes |
| 45 | d) ICDR Regulations (For all issuers) | |
| 43 | Whether any dividend has been declared | No |
| 46 | during this quarter. | |
| 40 | Nature of investor grievances received for | Attached |
| | quarter ended March 2016 its status as on | |
| | date of the submission of QCR and reason | |
| | for the non resolution/ delay if any (Details | |
| | to be separately provided in annexure as | |
| 47 | enclosed) | |
| 4/ | Any Buy Back of NCDs during the quarter | NO |
| 48 | and details of the same | |
| 40 | Whether the company has given prior | Yes |
| | intimation to exchanges of at least 11 | |
| | working days before the date on and from which the interest on Debenture and | |
| r | | |
| 49 | redemption amount of Debentures is payable Whether the company has maintained | |
| 77 | The state of the s | Yes |
| | functional website containing requisite information (Reg 62) | |
| 50 | TT TI 4 | V |
| | Whether the company has intimated exchange(s) about its intention to raise funds | Yes |
| | through issue of new NCD and such | |
| | intimation was given prior to holding Board | |
| ļ | meeting meeting | |
| 51 | Compliance with Accounting Standard and | Yes |
| | Financial disclosures | 168 |
| 52 | Compliance with Corporate Governance | NA |
| | provisions as specified in Chapter IV viz | IVA |
| | Related Party framework, Independent | İ |
| | Directors, submission of quarterly | |
| | compliance report on corporate governance | |
| | to Exchange(s), prior intimation to | |
| | exchanges, disclosure of material | |
| | information/event, shareholding pattern | |
| 53 | Whether Directors and KMPs have disclosed | Yes |
| | to Board of Directors whether they are | |
| | directly or indirectly have material interest in | |
| | any transaction | |
| 54 | Whether the company has appointed | YES |
| | qualified Company Secretary as the | f_{ij} |
| | | |

| | Compliance Officer | |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 55 | Whether the Company has appointed Share transfer agent or manage the same in house | YES |
| 56 | Whether the Company has preserved the transactions records at least for 8 years | YES |
| 57 | Whether the Company is registered on the SEBI SCORES | YES |
| 58 | Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter | Filed on 28.10.2016 |
| 59 | Whether the Company has constituted following committees and held meetings in compliance with the provisions • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee | Yes Yes Yes Yes |
| 60 | Risk Management Committee Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any | Yes |
| 61 | Whether the company has submitted Annual Report within 21 working days to stock exchange(s) | Yes |
| 62 | The company shall appoint transfer agent (RTA) or manage the transfer cases in-house | Yes |
| 63 | Whather 41. G | Yes |

ANNEXURES

| | MINEAURES |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Updated list of names and addresses of debenture holders. (In case of a large list, kindly provide a CD in lieu of hard copies) |
| 2 | Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances. |
| 3 | Companies Auditors Certificate certifying the following (If already provided, please ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on March 31, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio |

i. Total assets charged Rs. A ii. Total debts secured by way of charges created over the assets Rs. B with details thereof iii. Security Cover = A/B Note: 1. If third party security is created, please include the same and give supporting 2. Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities Duly audited annual accounts of the issuer company Quarterly audited / unaudited financials of the Issuer 5 Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies 7 CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on Sept.30, 2016 Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on Sept.30, 2016 along with details of the said book debts and/or receivable 9 Report of the Lead Bank regarding progress of the Project 10 Paper cutting of publication of financial results (at least in one English national daily newspaper) 11 Copy of all notices, resolutions and circulars relating to new issue of non convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media 12 Letter issued by Credit Rating agency for revised credit rating

Contact Details:

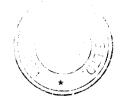
- a) Name of Authorised Signatory: Sreenath P.
- b) Email Address cs@kosamattam.com
- c) Contact Numbers 04812586400/506
- d) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private
- e) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
- f) Nanakramguda, Hyderabad 500 032, Tel: +91 40 67162222
- g) Name, Address and Email id of the Credit Rating Agency: Credit Analysis and Research Limited, Unit No. O-509/C, Spencer Plaza,5^ Floor, No 769, Anna Salai,
- h) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

Sreenath P.

Company Secretary & Compliance Officer

Date: 28/10/2016



Tel: +91 481 2586400 Email: info@kosamattam.com www.kosamattam.com CIN.U65929KL1987PLC004729



Compliance Report for the quarter ended September 30, 2016

Name of Issuer Company: KOSAMATTAM FINANCE LTD. NCD-8

| 35 333 | or issuer company : ROSAWATTAW | FINANCE LID. NCD-8 |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/NCD) | NCD |
| 2 | Type of Issue (Private / Public / Rights) | PUBLIC ISSUE |
| 3 | Issue Amount and Amounts Raised | Issue Size: Rs.200Crores ; Allotment:Rs.1,99,78,59,000 |
| 4 | Listed/Unlisted (If Listed, the Exchange where listed) | |
| 5 | ISIN (Listed and Unlisted) | ISIN Redemption Date INE403Q07490 (03.10.2017) INE403Q07508 (28.03.2018) INE403Q07516 (28.03.2018) INE403Q07524 (28.09.2019) INE403Q07532 (28.09.2019) INE403Q07540 (28.09.2020) INE403Q08068 (28.03.2023) INE403Q08076 (28.03.2023) |
| 6 | Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE) | |
| 7 | Original & Revised (if any) Coupon Rate | As per Prospectus dated 23.08.2016 |
| 8 | Tenor of Issue | 09.08.2016 - 20.09.2016 |
| 9 | Date of Allotment of Debentures | 29.09.2016 |
| 10 | Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc) | NA |
| 11 | Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c | 30.09.2016 Credit to Demat Account, Physical certificate Wii dispatch soon |
| 12 | Outstanding amount as on September 30, 2016 | |
| 13 | Previous Interest Payment Date and Amount paid | 03.09.2016, Rs.45,38,653.67/- (Allotment Period Interest) |
| 14 | Next Interest Payment Date and Amount | 01.11.2016, Rs. 94,70,633/- |
| 15 | Previous Repayment Date and Amount paid | NA |
| 16 | Next Repayment Date and Amount | 03.11.2016, Rs.17,49,18,000/- |
| 17 | Whether there has been any delay / default in payment of interest and/or principal amount? If yes the due dates thereof & date of payment | |
| 18 | Credit Rating at the time of issue / last credit rating prior to change | for Unsecured NCDs- CARE BB vide letter dated 01.08.2016. |
| 19 | Present Credit Rating and date of change of credit rating. In case of revision, please | |

| | attach letter from Credit Rating Agency indicating revision in rating. | CARE BB vide letter dated 01.08.2016 |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| 20 | a) No. of debenture holders on the date of Allotment | As on 29.09.2016- 9075 |
| | b) No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos)) | 9075, CD attached |
| 21 | Brief details of the security created till date for the Debentures including third party securities | Index of charges attached |
| 22 | Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created | No |
| 23 | Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof | No Ves we obtain security cover |
| 24 | Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company. | Yes, we obtain security cover certificate from the auditor in every quarter |
| 25 | Valuation Report (if applicable) has been obtained from Government approved valuer | NA |
| 26 | ROC Search Report has been obtained | Attached |
| 27 | Confirmation with respect to submission of Half yearly communication (HYC) to BSE / NSE for the last applicable half year and reasons for non submission/ delay if any (Only for Listed) | |
| | unaudited/audited financial results on half yearly basis should be submitted to exchanges within 45 days from the end of half year | |
| 28 | Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document | 07.10.0016 |
| 29 | Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper) | e n |
| 30 | HYC submitted to stock exchange contain | |
| 31 | Whether unaudited financial results ar accompanied by Limited Review Report (LRR)* | re Yes |

| | LATER | |
|-----------|--------------------------------------------------------------------------|-------------------------------------|
| | *LRR is not required if the company has | |
| | intimated exchanges in advance that it shall | |
| | submit annual audited results within 60 days | |
| | from the end of Financial Year | |
| 32 | Details Regarding Registration of charges and reasons for delay (if any) | Index of charges attached |
| 33 | Whether all taxes, cesses, insurance premia, | Yes |
| | any other government charges with respect to | |
| | Secured Assets for the issue have been paid. | |
| | If No, please give details and reasons for the | |
| | same | |
| 34 | Whether Debenture Redemption Reserve | YES |
| | (DRR) as per SEBI Guidelines and | |
| | Companies Act has been maintained. If No, | |
| | please give reasons for the same. Please | |
| | provide details / issue wise of DRR amount | |
| | and date of transfer till date | |
| 35 | Confirmation & Supporting of creation / | |
| | maintaining DRR before April 30th by way of | We have deposited of |
| | deposit / invest not less than 15% of the | Rs.28,56,97,800/- on April 29.2016 |
| | amount of debentures maturing during the | 110.20,00,000, 0111.1111.25.2010 |
| | year ending March 31, 2017 as detailed in | |
| | the clarification circular provided by MCA | |
| 36 | Whether any material change has taken place | NO |
| 30 | in the nature and the conduct of the business | |
| | of the Issuer since the date of Issue which is | |
| | detrimental to the interest of debenture | |
| | holders. If yes, please give details | |
| 37 | Whether any orders, directions, notice of | NO |
| 31 | court/ tribunal / authority affecting or likely | |
| | to affect the Secured Assets has been passed. | |
| | If yes, please give details | |
| 38 | Whether any major change in the | |
| 30 | composition of the Board of directors or | |
| | shareholders as defined in SEBI (Substantial | |
| | Acquisition and Take Over) Regulations, | |
| | 2011 which amounts to change in control of | |
| | Issuer Company has occurred. If yes, please | |
| | give details | |
| 39 | Whether any change in Authorized Signatory | NA |
| 37 | to banks who had signed Post Dated Cheques | 1 14 4 |
| | (PDCs) given as security as per transaction | |
| | documents | |
| 40 | Security Cover as on Sept.30, 2016 (Please | 1.36 Times. Auditors Certificate |
| 40 | attach CA Certificate in the format as stated | Attached |
| | | 1 Italica |
| 41 | in Annexure) | Yes, Registered has been maintained |
| 41 | Whether Register of Debenture Holders has | by Registrar to this issue. |
| | been maintained with their addresses and | by Registrat to tilis issue. |
| | whether the transfers and changes in | |
| | ownership have been recorded. If no, please | |
| | give reasons. | NA |
| 42 | In case of Partially / Fully Convertible | NA |

| | Di | |
|----|--------------------------------------------------------------------------------|----------|
| | Debentures, whether the debentures have | |
| | been converted into equity in accordance | |
| | with the terms of issue? If no, please give | |
| 43 | reasons. | |
| 43 | Whether all the terms & conditions of the | |
| | transaction documents are complied with? If | |
| 44 | no, please give reasons. | |
| 44 | Whether the provisions of the following laws | |
| | applicable to debentures have been complied with: | |
| | t ' | |
| | a) Companies Act (For all Issuers) | Yes |
| | b) SEBI Model Listing Agreement (For | Yes |
| | Listed Issues) | Yes |
| | c) SEBI (Listing Obligation and Disclosure | |
| | Requirements) Regulations 2015 (For | |
| | Listed Issues) | Yes |
| 45 | d) ICDR Regulations (For all issuers) | |
| 43 | Whether any dividend has been declared | No |
| 46 | during this quarter. | |
| 40 | Nature of investor grievances received for | Attached |
| | quarter ended March 2016 its status as on | |
| | date of the submission of QCR and reason | |
| | for the non resolution/ delay if any (Details | |
| | to be separately provided in annexure as | |
| 47 | enclosed) | 770 |
| 47 | Any Buy Back of NCDs during the quarter | NO |
| 40 | and details of the same | |
| 48 | Whether the company has given prior | Yes |
| | intimation to exchanges of at least 11 | |
| | working days before the date on and from | |
| | which the interest on Debenture and | |
| 49 | redemption amount of Debentures is payable Whether the company has maintained | Van |
| 47 | 1 | Yes |
| | functional website containing requisite | |
| 50 | information (Reg 62) Whether the company has intimated | V |
| 30 | 1 1 1 | Yes |
| | exchange(s) about its intention to raise funds | |
| | through issue of new NCD and such | |
| | intimation was given prior to holding Board meeting | |
| 51 | | Yes |
| 31 | Compliance with Accounting Standard and Financial disclosures | ies |
| 52 | | NTA |
| 32 | Compliance with Corporate Governance | NA |
| | provisions as specified in Chapter IV viz Related Party framework. Independent | |
| | , | |
| | Directors, submission of quarterly | |
| | compliance report on corporate governance | |
| | to Exchange(s), prior intimation to | |
| | exchnages, disclosure of material | |
| 52 | information/event, shareholding pattern | V |
| 53 | Whether Directors and KMPs have disclosed | Yes |
| | to Board of Directors whether they are | |

| | directly or indirectly have material interest in any transaction | |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 54 | Whether the company has appointed qualified Company Secretary as the Compliance Officer | Yes |
| 55 | Whether the Company has appointed Share transfer agent or manage the same in house | Yes |
| 56 | Whether the Company has preserved the transactions records at least for 8 years | Yes |
| 57 | Whether the Company is registered on the SEBI SCORES | Yes |
| 58 | Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter | Filed on 28.10.2016. |
| 59 | Whether the Company has constituted following committees and held meetings in compliance with the provisions • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee | Yes Yes Yes Yes |
| 60 | Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any | Yes |
| 61 | Whether the company has submitted Annual Report within 21 working days to stock exchange(s) | Yes |
| 62 | The company shall appoint transfer agent (RTA) or manage the transfer cases in-house | Yes |
| 63 | Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA) | Yes |

ANNEXURES

| 1 | Updated list of names and addresses of debenture holders. (In case of a large list, kindly provide a CD in lieu of hard copies) |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2 | Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances. |
| 3 | Companies Auditors Certificate certifying the following (If already provided, please ignore): |
| | a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor |
| | b. Security Cover ** |
| | c. Amount transferred to DRR as on March 31, 2016 |
| | d. Debt Equity Ratio |
| | e. Asset cover Ratio (100%) |
| | f. Debt Service coverage Ratio |

g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio i. Total assets charged Rs. A ii. Total debts secured by way of charges created over the assets Rs. B with details thereof iii. Security Cover = A/B Note: 1. If third party security is created, please include the same and give supporting 2. Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities Duly audited annual accounts of the issuer company Quarterly audited / unaudited financials of the Issuer Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on Sept 30, 2016 Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on Sept 30, 2016 along with details of the said book debts and/or receivable Report of the Lead Bank regarding progress of the Project 10 Paper cutting of publication of financial results (at least in one English national daily newspaper)

Contact Details:

- a) Name of Authorised Signatory: Sreenath P.
- b) Email Address cs@kosamattam.com
- c) Contact Numbers 04812586400/506
- d) Name Address and Email id of R&T Agent: Name Address and Email id of R&T Agent: Karvy Computershare Private

Copy of all notices, resolutions and circulars relating to new issue of non convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the

- e) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
- f) Nanakramguda, Hyderabad 500 032, Tel: +91 40 67162222

Letter issued by Credit Rating agency for revised credit rating

- g) Name, Address and Email id of the Credit Rating Agency: Credit Analysis and Research Limited, Unit No. O-509/C, Spencer Plaza,5^ Floor, No 769, Anna Salai,
- h) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

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Sreenath P.

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Company Secretary & Compliance Officer

Date: 31.10.2016