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

Regd.Office: Kosamattam M.K.C Building Market Junction,M.L. Road Kottayam - 686 001,Kerala,India



Kosamattam Finance Ltd.

Name of	Issuer Company : KOSAMATTAM	FINANCE LTD. NCD - 1
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	Rs.100 Crores ; Rs.100 Crores raised
4	Listed/Unlisted (If Listed, the Exchange where	Listed (BSE)
-	listed)	Listed (DSL)
5	ISIN (Listed and Unlisted)	ISIN INE403Q07011 (Redeemed on 10/6/2015)
		INE403Q07029 (Redeemed on 10/6/2015)
ſ		INE403Q07037 (Redeemed on 16/11/2015)
		INE403Q07045 (Redeemed on 16/11/2015)
		INE403Q07052 (Due on 16/05/2017) INE403Q07060 (Due on 16/05/2017) INE403Q07078( Due on 16/11/2019)
6	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	20/05/2014
7	Original & Revised (if any) Coupon Rate	As per Prospectus dated 15/04/2014
8	Tenor of Issue	20/03/2014 to 06/05/2014
9	Date of Allotment of Debentures	16/05/2014
10	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with	NA
	supporting documents, registration number etc)	
11	Date of Issue of Debenture Certificate	16/05/2014 Credit to Demat Account
10	(Physical) or Credit to Demat A/c	18/07/2014 Physical
12 13	Outstanding amount as on March 31, 2016Previous Interest Payment Date and Amount	Rs.27,06,71,000/- 31/03/2016
	paid	00///0000
14	Next Interest Payment Date and Amount	30/4/2016
15	Previous Repayment Date and Amount paid	16/11/2015 Rs.46,34,10,000/-
16	Next Repayment Date and Amount	16/05/2017 Rs.15,98,13,000/-
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	No
18	Credit Rating at the time of issue / last credit rating prior to change	CARE BB+ DATED 26/12/2013
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.	
20	a) No. of debenture holders on the date of Allotment	



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	b) No. of debenture holders as on last day of this quarter,	CD attached (1721)
	(please provide details of NCD Holder viz.	
	Names, Holding, Mailing Address, Contact	
-	Names, Holaing, Mailing Adaress, Contact Nos. (Benpos))	
21		Index of charges attached
21	Brief details of the security created till date for	muck of charges attached
	the Debentures including third party securities	No
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	No
23	Whether the Secured Assets are insured? If	NO
	yes, attach the latest renewed copies thereof	X7
24	Certificate of inspection of trust property	Yes
	(security provided – immovable) is confirmed	
	annually by the Auditors of the 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	Will be submitted
	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	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	Will be published
	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
56	reasons for delay (if any)	
33	Whether all taxes, cesses, insurance premia,	Yes
55	Traventer and thereby the sound of the	
	any other government charges with respect to	
	any other government charges with respect to Secured Assets for the issue have been paid. If	Ϋ́ν.



	same	
34	Whether Debenture Redemption Reserve (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	Yes
35	Confirmation & Supporting of creation / maintaining DRR before April 30 <sup>th</sup> by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending March 31, 2017 as detailed in the clarification circular provided by MCA	We will deposit Rs.28,56,97,800/-, before April 30 <sup>th</sup> 2016.
36	Whether any material change has taken place 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	Νο
37	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	No
38	Whether any major change in the 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	No. Company allotted 56749 compulsorily convertible and cumulative preference shares having face value of Rs.1,000 to 82 applicants by way of Private placement.
39	Whether any change in Authorized Signatory to banks who had signed Post Dated Cheques (PDCs) given as security as per transaction documents	NA
40	Security Cover as on March 31, 2016 (Please attach CA Certificate in the format as stated in Annexure)	1.24 Times Auditors Certificate Attached
41	Whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes
42	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 reasons.	NA
43	Whether all the terms & conditions of the transaction documents are complied with? If no, please give reasons.	Yes
44	Whether the provisions of the following laws applicable to debentures have been complied with :	(c
	a) Companies Act (For all Issuers)	Yes

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	1) OPDI Madal Listing Assessment (Fer	Ver
	b) SEBI Model Listing Agreement (For	Yes
	Listed Issues)	Vee
	c) SEBI (Listing Obligation and Disclosure	Yes
	Requirements) Regulations 2015 (For	
	Listed Issues)	No.
	d) ICDR Regulations (For all issuers)	Yes
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	
47	separately provided in annexure as enclosed)	No
47	Any Buy Back of NCDs during the quarter and	INO
	details of the same	Yes
48	Whether the company has given prior	Tes
	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	Tes
	functional website containing requisite	
	information (Reg 62) Whether the company has intimated	Yes
50	······································	105
	exchange(s) about its intention to raise funds	
	through issue of new NCD and such intimation	
<u></u>	was given prior to holding Board meeting           Compliance with Accounting Standard and	Yes
51	Financial disclosures	103
		NA
52	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related	
	· · ·	
	submission of quarterly compliance report on	
	corporate governance to Exchange(s), prior	
	intimation to exchnages, disclosure of material	
	information/event, shareholding pattern	Yes
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	Vas
55	Whether the Company has appointed Share	Yes
	transfer agent or manage the same in house	Vac
56	Whether the Company has preserved the	Yes
	transactions records at least for 8 years	Ver
57	Whether the Company is registered on the SEBI	Yes
	SCORES	X
58	Whether statement of investor grievances has	Yes
	been filed to Exchanges within 21 days from the	
	end of quarter	



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59	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
	Risk Management Committee	
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)	
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 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	e 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 received	ipts 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%)	
1	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.	
1	**	
	i. Total assets charged	Rs. A
	ii. Total debts secured by way of charges created over the assets with details thereof	Rs. B
	iii. Security Cover = A/B	1
	Note: 1. If third party security is created, please include the same and give 2. Requirement of disclosures of Debt Service Coverage Ratio, asset	cover and interest
	service coverage ratio shall not be applicable for Banks or NBFC regist	

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	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 March 31, 2016	
8	Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 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, Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

For Kosamattam Finance Ltd.

Sreenath Opmpany Secretary Company Secretary & Compliance Officer

Date: 25.04.2016

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# Compliance Report for the guarter ended March 31, 2016

	Decemintion of the Debentum Caulor /Imme	
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	Rs.150 Crores ; Rs.1,49,22,90,000 raised
4	Listed/Unlisted (If Listed, the Exchange where listed)	Listed (BSE)
5	ISIN (Listed and Unlisted)	ISIN INE403Q07086(Redeemed on 17/9/2015) INE403Q07094 (Redeemed on
		17/9/2015) INE403Q07l02 (Redeemed on 12/2/2016)
		[NE403Q07] (Redeemed on 12/2/2016) INE403Q07l28 (Due on 12/8/2017) INE403Q07l36 (Due on 12/8/2017) INE403Q07l44 (Due on 12/8/2017)
6	Date of Listing of NCDs (please provide	<b>INE403Q07l44 (Due on 12/6/2020)</b> 19/08/2014
0	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 to 04/08/2014
9	Date of Allotment of Debentures	13/08/2014
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	13/8/2014 Credit to Demat Account 24/09/2014 Physical
12	Outstanding amount as on March 31, 2016	57,64,81,000/-
13	Previous Interest Payment Date and Amount paid	31/03/2016
14	Next Interest Payment Date and Amount	30/04/2016
5	Previous Repayment Date and Amount paid	12/02/2016 Rs.61,47,70,000/-
16	Next Repayment Date and Amount	12/08/2017 Rs.44,38,98,000/-
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	No
18	Credit Rating at the time of issue / last credit rating prior to change	CARE BB+ DATED 26/12/2013



<u> </u>	11	
	credit rating. In case of revision, please	
	attach letter from Credit Rating Agency	Date of Change 30/09/2015
	indicating revision in rating.	
20	c) No. of debenture holders on the date of	As on 13/8/20148172
	Allotment	
	d) No. of debenture holders as on last day of	CD attached - 2917
	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	<i>B</i>
	securities	
22	Whether any security is pending to be	No
22	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	
22	created	
23	Whether the Secured Assets are insured? If	No
<u></u>	yes, attach the latest renewed copies thereof	
24	Certificate of inspection of trust property	Yes
	(security provided – immovable) is	
	confirmed annually by the Auditors of the	
	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	Will be submitted
	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	NA
40	material deviation, if any. This should cover	1.44 %
	deviation in use of proceeds of issue other than the abject stated in offer document	
20	than the object stated in offer document	Will be publiched
29	Publication of financial results and	Will be published
	statements within 2 calendar days of the	
	conclusion of the Board Meeting. (atleast in	
. <u> </u>	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	



	([ DD)*	
	(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	
22		Inday of abarrage attached
32	Details Regarding Registration of charges	Index of charges attached
	and reasons for delay (if any)	Yes
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	
24	same	X
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 /	W 11 1
	maintaining DRR before April 30 <sup>th</sup> by way of	We will deposit Rs.28,56,97,800/-,
	deposit / invest not less than 15% of the	before April 30 <sup>th</sup> 2016.
	amount of debentures maturing during the	
	year ending March 31, 2017 as detailed in	
<u> </u>	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	
<u> </u>	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. Company allotted 56749 compulsorily convertible and
	composition of the Board of directors or	compulsorily convertible and cumulative preference shares having
	shareholders as defined in SEBI (Substantial	face value of Rs.1,000 to 82 applicants
	Acquisition and Take Over) Regulations,	by way of Private placement.
	2011 which amounts to change in control of	by way of i fivate placement.
	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 March 31, 2016 (Please	1.24 Times Auditors Certificate
	attach CA Certificate in the format as stated	Attached
	in Annexure)	
41	Whether Register of Debenture Holders has	Yes
	been maintained with their addresses and	

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	whether the transfers and changes in ownership have been recorded. If no, please give reasons.	
42	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 reasons.	NA
43	Whether all the terms & conditions of the transaction documents are complied with? If no, please give reasons.	Yes
44	<ul> <li>Whether the provisions of the following laws applicable to debentures have been complied with :</li> <li>e) Companies Act (For all Issuers)</li> <li>f) SEBI Model Listing Agreement (For Listed Issues)</li> <li>g) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues)</li> <li>h) ICDR Regulations (For all issuers)</li> </ul>	Yes Yes Yes
45	Whether any dividend has been declared during this quarter.	No
46	Nature of investor grievances received for 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)	Attached
47	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	\ \

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	Directors, submission of quarterly	
	compliance report on corporate governance	
	to Exchange(s), prior intimation to	
	exchnages, disclosure of material	
	information/event, shareholding pattern	V
53	Whether Directors and Kith Share assessed	Yes
	to Board of Directors whether they are	
	directly or indirectly have material interest in	
	any transaction	V
54	whether the company mus appointed	Yes
	qualified Company Secretary as the	
	Compliance Officer	No.
55	Whether the Company has appointed Share	Yes
	transfer agent or manage the same in house	¥7
56	Whether the Company has preserved the	Yes
	transactions records at least for 8 years	37
57	Whether the Company is registered on the	Yes
	SEBI SCORES	
58	Whether statement of investor grievances has	Yes
	been filed to Exchanges within 21 days from	
	the end of quarter	
59	Whether the Company has constituted	
	following committees and held meetings in	
	compliance with the provisions	
	Audit Committee	Yes
	<ul> <li>Nomination and Remuneration</li> </ul>	Yes
	Committee	Yes
	Stakeholders Relationship Committee	Yes
	Risk Management Committee	
60	Whether the Company has made disclosure	Yes
00	of material events/information to Exchanges	
1	and Debenture Trustee, if any	
61	Whether the company has submitted Annual	No (Audit for the F.Y. 2015-16 is in
	Report within 21 working days to stock	progress)
	avohange(s)	
62	The company shall appoint transfer agent	Yes
02	(RTA) or manage the transfer cases in-house	•
62	Whether the Company has submitted a	Yes
63	compliance certificate to the Exchange(s)	,
	duly singed by both Compliance Officer of	f
	duly singed by bour compliance of the authorised	1
ł		
	representative of the transfer agent (RTA)	

# NUTVIDES

	1
AN	NEXURES Updated list of names and addresses of debenture holders. (In case of a large list, kindly updated list of names and addresses of debenture holders. (In case of a large list, kindly
1	
12	Updated list of names and uddress provide a CD in lieu of hard copies) 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
2	which the same were resolved by
	case of no grievances.





3	Companies Auditors Costificate difference and a state of the state of	
	Companies Auditors Certificate certifying the following (If already provided, please ignore):	
	j. End utilization certificate of the Debenture Subscription receipts from issuer's	
	statutory auditor	
	k. Security Cover **	
1. Amount transferred to DRR as on March 31, 2016		
1	m. Debt Equity Ratio n. Asset cover Ratio (100%)	
	o. Debt Service coverage Ratio	
	p. Interest Service Coverage Ratio	
	q. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio	
	r.	
	**	
}	iv. Total assets charged Rs. A	
	v. Total debts secured by way of charges created over the assets Rs. B	
	with details thereof	
	vi. 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	
	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	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	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> </ul>	
	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has</li> </ul>	
5 6	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> </ul>	
5	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Lieted MGD)</li> </ul>	
5 6 7	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> </ul>	
5 6	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer of t</li></ul>	
5 6 7	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables for Listed NCDs)</li> </ul>	
5 6 7 8	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> </ul>	
5 6 7 8 9	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016 along with details of the said book debts and/or receivable</li> </ul>	
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5 6 7 8 9	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016 along with details of the said book debts and/or receivable</li> <li>Report of the Lead Bank regarding progress of the Project</li> <li>Paper cutting of publication of financial results (at least in one English national daily Copy of all notices resolutions of the project is provide and progress of the project is publication of financial results (at least in one English national daily copy of all notices resolutions of the project is publication of financial results (at least in one English national daily copy of all notices resolutions of the project is publication of financial results (at least in one English national daily copy of all notices resolutions of the project is publication of financial results (at least in one English national daily copy of all notices resolutions of the project is publication of financial results (at least in one English national daily copy of all notices resolutions of the project is publication of the project is publicatio</li></ul>	
5 6 7 8 9 10	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016 along with details of the said book debts and/or receivable</li> <li>Report of the Lead Bank regarding progress of the Project</li> <li>Paper cutting of publication of financial results (at least in one English national daily Copy of all notices resolutions of the project is the project is provide and provide the project is provide and provide the project is provide to the project is publication of financial results (at least in one English national daily copy of all notices resolutions of the project is publication of financial results (at least in one English national daily copy of all notices resolutions of the project is publication of financial results (at least in one English national daily copy of all notices resolutions of the project is publication of financial results (at least in one English national daily copy of all notices resolutions of the project is publication of financial results (at least in one English national daily copy of all notices resolutions of the project is publication.</li> </ul>	
5 6 7 8 9 10	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the value of book debts and/or receivable</li> <li>Report of the Lead Bank regarding progress of the Project</li> <li>Paper cutting of publication of financial results (at least in one English national daily Copy of all notices, resolutions and circulars relating to new issue of non convertible debt media</li> </ul>	
5 6 7 8 9 10	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> <li>Report of the said book debts and/or receivable</li> <li>Report of the Lead Bank regarding progress of the Project</li> <li>Paper cutting of publication of financial results (at least in one English national daily</li> </ul>	

# **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

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



- 1) 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<sup>^</sup> Floor, No 769, Anna Salai, Channai 600 002, Tel: +91 4428497812
- o) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited For Kosamattam Finance Ltd. Sreered P

Sreenath P. Company Secretary Company Secretary & Compliance Officer

Date: 25/04/2016

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### Compliance Report for the quarter ended March 31, 2016

Name of Issuer Company :

KOSAMATTAM FINANCE LTD.

). NCD - 3

1	Description of the Debenture Series /Issue	NCD
2	(Secured / Unsecured PCD/FCD/NCD)           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)	Listed (BSE)
5	ISIN (Listed and Unlisted)	ISIN INE403Q07151 (Due on 07/05/2016)
		INE403Q07169 (Due on 07/05/2016) INE403Q07177( Due on 07/11/2017)
		[NE403Q07185 (Due on 07/11/2017)]
		INE403Q07193 (Due on 07/02/2018) INE403Q08019 (Due on
		07/05/2020)
		INE403Q08027 (Due on
		07/05/2020)
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 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 Foreign Account Tax Compliance Act	NA
	(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 (Physical) or Credit to Demat A/c	08/11/2014 Credit to Demat Account 02/12/2014 Physical
12	Outstanding amount as on March 31, 2016	163,44,49,000/-
13	Previous Interest Payment Date and Amount paid	31/03/2016 Rs.62,77,023/-
14	Next Interest Payment Date and Amount	30/04/2016 Rs.60,90,947/-
15	Previous Repayment Date and Amount paid	NA
16	Next Repayment Date and Amount	Rs.74,16,10,000/- 07/05/2016
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.	· · · · · · · · · · · · · · · · · · ·

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18	Credit Rating at the time of issue / last credit rating prior to change	CARE BBB- DATED 09.09.2014
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+ FOR SECURED NCD AND CARE BB FOR UNSECURED NCD
		Date of Change 30/09/2015
20	e) No. of debenture holders on the date of Allotment	As on 08.11.2014-9749
	<ul> <li>f) No. of debenture holders as on last day of this quarter,</li> <li>(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos (Bannos))</li> </ul>	CD attached (9775)
21	Nos. (Benpos))Brief details of the security created till datefor the Debentures including third partysecurities	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
24	Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company.	Yes
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)	Will be submitted
	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	NA
29	Publication of financial results and statements within 2 calendar days of the	Will be published

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	conclusion of the Doord Masting (atlangt in	T
	conclusion of the Board Meeting. (atleast in	
30	one English national daily newspaper)	Vac
50	HYC submitted to stock exchange contains certificate signed by Debenture Trustee	Yes
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	Index of charges attached
	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	
	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 30 <sup>th</sup> by way of	We will deposit Rs.28,56,97,800/-,
	deposit / invest not less than 15% of the	before April 30 <sup>th</sup> 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. Company allotted 56749
	composition of the Board of directors or	compulsorily convertible and
	shareholders as defined in SEBI (Substantial	cumulative preference shares having
	Acquisition and Take Over) Regulations,	face value of Rs.1,000 to 82 applicants
	2011 which amounts to change in control of	by way of Private placement.
	Issuer Company has occurred. If yes, please	1
	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	

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	documents	
40	Security Cover as on March 31, 2016 (Please	1.24 Times Auditors Certificate
	attach CA Certificate in the format as stated	Attached
	in Annexure)	
41	Whether Register of Debenture Holders has	Yes
	been maintained with their addresses and	
	whether the transfers and changes in	
	ownership have been recorded. If no, please	
	give reasons.	
42	In case of Partially / Fully Convertible	NA
74	Debentures, whether the debentures have	
	been converted into equity in accordance	
	with the terms of issue? If no, please give	
40	reasons.	¥7
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 :	
	i) Companies Act (For all Issuers)	Yes
	j) SEBI Model Listing Agreement (For	Yes
	Listed Issues)	Yes
	k) SEBI (Listing Obligation and Disclosure	
	Requirements) Regulations 2015 (For	
	Listed Issues)	Yes
	1) 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	
47	enclosed)	N <sub>-</sub>
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	

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	meeting	
51	Compliance with Accounting Standard and	l Yes
	Financial disclosures	
52	Compliance with Corporate Governance	NA 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	
54		Ver
	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	X
	transactions records at least for 8 years	Yes
57	Whether the Company is registered on the	V
	SEBI SCORES	Yes
58	Whether statement of investor grievances has	Vac
	been filed to Exchanges within 21 days from	Yes
	the end of quarter	
59	Whether the Company has constituted	
	following committees and held meetings in	
	compliance with the provisions	
	Audit Committee	17
		Yes
	Nomination and Remuneration	Yes
	Committee	Yes
	Stakeholders Relationship Committee	Yes
	Risk Management Committee	
60	Whether the Company has made disclosure	Yes
	of material events/information to Exchanges	
	and Debenture Trustee, if any	
51	Whether the company has submitted Annual	No. Audit for the F.Y. 2015 is in
	Report within 21 working days to stock	progress.
	exchange(s)	
52	The company shall appoint transfer agent	Yes
	(RTA) or manage the transfer cases in-house	
53	Whether the Company has submitted a	Yes
	compliance certificate to the Exchange(s).	/.
	duly singed by both Compliance Officer of	f
	the listed entity and the authorised	
	representative of the transfer agent (RTA)	

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### ANNEXURES

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1	The detail is a function of the second	
	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	
1	case of no grievances.	
3	Companies Auditors Certificate certifying the following (If already provided, please	
	ignore):	
-	<ul> <li>s. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor</li> <li>t. Security Cover **</li> </ul>	
	u. Amount transferred to DRR as on March 31, 2016	
	v. Debt Equity Ratio	
	w. Asset cover Ratio (100%)	
	x. Debt Service coverage Ratio	
	y. Interest Service Coverage Ratio	
	z. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio	
	aa. **	
	vii. Total assets charged Rs. A	
	viii. Total debts secured by way of charges created over the assets Rs. B	
	with details thereof	
	ix. Security $Cover = A/B$	
	Notes 1. If third ments accounts is supported include the same and give supporting	
	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	
	unsecured debt issued by regulated infancial 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 March 31, 2016	
8	Certificate from Director / Managing Director of the issuer company, certifying the value	
	of book debts / receivables (Applicable for Listed NCDs) as on March 31, 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	

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



## **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 Kosamatian Fihthce Limited

Seen 1

Sreenath P. Secretary Company Secretary & Compliance Officer Date: 25/04/2016

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

Regd.Office: Kosamattam M.K.C Building Market Junction,M.L. Road Kottayam - 686 001,Kerala,India

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# Compliance Report for the quarter ended March 31, 2016

Kosamattam Finance Ltd.

- 19 J.	<u>f Issuer Company</u> : KOSAMATTAM	FINANCE LTD. NCD - 4
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	Rs.200 Crores ; Rs.200 /- raised
4	Listed/Unlisted (If Listed, the Exchange where listed)	Listed (BSE)
5	ISIN (Listed and Unlisted)	ISIN INE403Q07201 (Redeemed on 20/04/2016) INE403Q07219 (Redeemed on 20/04/2016) INE403Q07227 (Due on 16/09/2016 [NE403Q07235 (Due on 16/09/2016) INE403Q07243 (Due on 16/03/2018) INE403Q07250 (Due on 16/07/2018)
6	Date of Listing of NCDs (please provide	INE403Q07268(Due on 16/01/2021) INE403Q08035(Due on 16/01/2021) 20/03/2015
	confirmation and supporting from BSE/NSE)	
7	Original & Revised (if any) Coupon Rate	As per Prospectus dated 05.02.2015
8	Tenor of Issue	10.02.2015-11.03.2015
9	Date of Allotment of Debentures	17.03.2015
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	17.03.2015 Credit to Demat Account, Physical posted in May, 2015.
12	Outstanding amount as on March 31, 2016	Rs.200 Crores
13	Previous Interest Payment Date and Amount paid	31/03/2016
14	Next Interest Payment Date and Amount	30/04/2016
15	Previous Repayment Date and Amount paid	NA
16	Next Repayment Date and Amount	20/04/2016 Rs.25,39,42,000/-
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	
19	Present Credit Rating and date of change of	CARE BB+ FOR SECURED NCD

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30	HYC submitted to stock exchange contains	Yes
	one English national daily newspaper)	Var
	conclusion of the Board Meeting. (atleast in	
, <b>(</b>	statements within 2 calendar days of the	/. <b>1</b> /. <b>1</b>
29	Publication of financial results and	Will be published
	than the object stated in offer document	
	deviation in use of proceeds of issue other	
40	material deviation, if any. This should cover	
28	Half yearly results statement should indicate	NA
	half year	
	exchanges within 45 days from the end of	
	yearly basis should be submitted to	
	unaudited/audited financial results on half	
	(Only for Listed)	
	NSE for the last applicable half year and reasons for non submission/ delay if any	
	Half yearly communication (HYC) to BSE /	
27	Confirmation with respect to submission of	WILL DE SUDIFICIEU
26	ROC Search Report has been obtained	
<u> </u>	obtained from Government approved valuer	Attached
25	Valuation Report (if applicable) has been	
	Company. Valuation Bonort (if applicable) has been	NA
	+ -	
	confirmed annually by the Auditors of the	
57	(security provided – immovable) is	
24	Certificate of inspection of trust property	Yes
	yes, attach the latest renewed copies thereof	
3	Whether the Secured Assets are insured? If	No
	created	
	which such security is to be / was to be	
	details of the same along with the date by	
	created for the Debentures, if yes provide	
22	Whether any security is pending to be	No
	securities	
	for the Debentures including third party	
21	Brief details of the security created till date	Index of charges attached
	Nos. (Benpos))	
	Names, Holding, Mailing Address, Contact	
	(please provide details of NCD Holder viz.	
	this quarter,	
	h) No. of debenture holders as on last day of	CD attached - 10634
	Allotment	
20	g) No. of debenture holders on the date of	As on 17.03.2015 - 10749
. <u></u>		Date of Change 30/09/2015
	indicating revision in rating.	
	attach letter from Credit Rating Agency	NCD
	credit rating. In case of revision, please	AND CARE BB FOR UNSECURED

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	certificate signed by Debenture Trustee	
31	Whether unaudited financial results are	Yes
51	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	Index of charges attached
	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
JT	(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 /	W. 11 1 1 D 00 5( 07 000/
	maintaining DRR before April 30 <sup>th</sup> by way of	We will deposit Rs.28,56,97,800/-,
	deposit / invest not less than 15% of the	before April 30 <sup>th</sup> 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	NU
	to affect the Secured Assets has been passed.	
	If yes, please give details	
38	Whether any main 1	
	whether any major change in the composition of the Board of directors or shareholders and a	No. Company allotted 56749
	shareholders as defined in GUDY (a f	compulsorily convertible and
	shareholders as defined in SEBI (Substantial	cumulative preference shares having
	Acquisition and Take Over) Regulations,	lace value of Rs. 1.000 to 82 applicants
	WHICH AUROUNIS TO change in	by way of Private placement.
	Issuer Company has occurred. If yes, please give details	are placement.
39		
	Whether any change in Authorized Signatory 1 to banks who had signed Bast D	NA
	to banks who had signed Post Dated Cheques	
0		1
0	Security Cover as on March 31, 2016 (P)	.24 Times Auditors Cartification

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	in Annexure)	
41	Whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes
42	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 reasons.	NA
43	Whether all the terms & conditions of the transaction documents are complied with? If no, please give reasons.	Yes
44	<ul> <li>Whether the provisions of the following laws applicable to debentures have been complied with :</li> <li>m) Companies Act ( For all Issuers)</li> <li>n) SEBI Model Listing Agreement (For Listed Issues)</li> <li>o) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues)</li> <li>p) ICDR Regulations (For all issuers)</li> </ul>	Yes Yes Yes
45	Whether any dividend has been declared during this quarter.	No
46	Nature of investor grievances received for 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)	Attached .
47	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	
51	Compliance with Accounting Standard and Financial disclosures	Yes

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52	Compliance with Comparete Covernance	NA
32	Compliance with Corporate Governance	INA
	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	
54	Whether the company has appointed	Yes
	qualified Company Secretary as the	
	Compliance Officer	
55	Whether the Company has appointed Share	Yes
	transfer agent or manage the same in house	
56	Whether the Company has preserved the	Yes
	transactions records at least for 8 years	
57	Whether the Company is registered on the	Yes
	SEBI SCORES	
58	Whether statement of investor grievances has	Yes
	been filed to Exchanges within 21 days from	
	the end of quarter	
59	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
	Risk Management Committee	· · ·
60	Whether the Company has made disclosure	Yes
00	of material events/information to Exchanges	
	and Debenture Trustee, if any	
61	Whether the company has submitted Annual	No (Audit for the F.Y. 2015-16 is in
01	Report within 21 working days to stock	progress).
	exchange(s)	progress).
62	The company shall appoint transfer agent	Yes
02	(RTA) or manage the transfer cases in-house	103
63	Whether the Company has submitted a	Yes
05		105
	compliance certificate to the Exchange(s),	
	duly singed by both Compliance Officer of the listed entity and the authorised	
	THE USED COULY AND THE AUTOMISED	1
	representative of the transfer agent (RTA)	

#### ANNEXURES

1 Updated list of names and addresses of debenture holders. (In case of a large list, kindly

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	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): bb. End utilization certificate of the Debenture Subscription receipts from issuer's
	statutory auditor
	cc. Security Cover **
	dd. Amount transferred to DRR as on March 31, 2016
	ee. Debt Equity Ratio
	ff. Asset cover Ratio (100%)
	gg. Debt Service coverage Ratio hh. Interest Service Coverage Ratio
	ii. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio
	jj.
	**
	x. Total assets charged Rs. A
	xi. Total debts secured by way of charges created over the assets Rs. B
	with details thereof
	xii. 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 interess service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities
4	2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interess 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
4	<ul> <li>2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interess service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities</li> <li>Duly audited annual accounts of the issuer company</li> <li>Ouarterly audited / unaudited financials of the Issuer</li> </ul>
	<ul> <li>2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interess service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired please provide Renewed Insurance Policies</li> </ul>
5	<ul> <li>2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interess service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) a</li> </ul>
5 6 7	<ul> <li>2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interess service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy ha expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) a on March 31, 2016</li> </ul>
5 6	<ul> <li>2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interess service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy ha expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) a on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the valu of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016 along</li> </ul>
5 6 7 8	<ul> <li>2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interess service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy ha expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) a on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016 along with details of the said book debts and/or receivable</li> </ul>
5 6 7 8 9	<ul> <li>2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interess service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy ha expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) a on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the valu of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016 alon with details of the said book debts and/or receivable</li> <li>Report of the Lead Bank regarding progress of the Project</li> </ul>
5 6 7 8 9	<ul> <li>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</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy ha expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) a on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the valu of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016 along with details of the said book debts and/or receivable</li> <li>Report of the Lead Bank regarding progress of the Project</li> <li>Paper cutting of publication of financial results (at least in one English national dail newspaper)</li> </ul>
5 6 7 8 9 10	<ul> <li>2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interess service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy ha expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) a on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the valu of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016</li> <li>Report of the said book debts and/or receivable</li> <li>Report of the Lead Bank regarding progress of the Project</li> <li>Paper cutting of publication of financial results (at least in one English national dail newspaper)</li> <li>Copy of all notices, resolutions and circulars relating to new issue of non convertible det securities, proceedings of meetings of debenture holders, advertisement issued in the securities of /li></ul>
5 6 7	<ul> <li>2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interess service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities</li> <li>Duly audited annual accounts of the issuer company</li> <li>Quarterly audited / unaudited financials of the Issuer</li> <li>Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies</li> <li>CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) a on March 31, 2016</li> <li>Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2016 along with details of the said book debts and/or receivable</li> <li>Report of the Lead Bank regarding progress of the Project</li> <li>Paper cutting of publication of financial results (at least in one English national daily</li> </ul>

Contact Details : x) Name of Authorised Signatory: Sreenath P. Tel: +91 481 2586400 Email: info@kosamattam.com www.kosamattam.com CIN.U65929KL1987PLC004729



- y) Email Address cs@kosamattam.com
- z) Contact Numbers 04812586400/506
- aa) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private
- bb) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
- cc) Nanakramguda, Hyderabad 500 032, Tel: +91 40 67162222
- dd) Name, Address and Email id of the Credit Rating Agency: Credit Analysis and Research Limited, Unit No. O-509/C, Spencer Plaza, 5<sup>^</sup> Floor, No 769, Anna Salai,
  ee) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

Sreenath P. Company Secretary & Compliance Officer

Date: 25/04/2016

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# Compliance Report for the quarter ended March 31, 2016

Name of Issuer Company :

KOSAMATTAM FINANCE LTD.

**NCD - 5** 

andra an an an <u>An</u> an an an an	and a second	an an indirana an
1	Description of the Debenture Series /Issu	e 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 Exchang	e Listed (BSE)
	where listed)	Listed (DSE)
5	ISIN (Listed and Unlisted)	ISIN
-		
		INE403Q07276(Due on 04/01/2017
		INE403Q07284(Due on 31/05/2017
		INE403Q07292(Due on 31/05/2017
		[NE403Q07300(Due on 30/11/2018
		INE403Q07318(Due on 31/08/2019
		INE403Q07326(Due on 30/11/2020
		INE403Q08043(Due on 28/02/2022
		INE403Q08050(Due on 28/02/2022
6	Date of Listing of NCDs (please provide	e 04.12.2015
	confirmation and supporting from BSE/NSE)	
7	Original & Revised (if any) Coupon Rate	As per Prospectus dated 14.12.2015
3	Tenor of Issue	26.10.2015-19.11.2015
)	Date of Allotment of Debentures	01.12.2015
0	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)	
1	Date of Issue of Debenture Certificate	
	(Physical) or Credit to Demat A/c	
	C 9 Stear to Demat A/C	Physical posted in February, 2016.
2	Outstanding amount as an March 1 of and	
3	Outstanding amount as on March 31, 2016	
	Previous Interest Payment Date and Amount paid	31/03/2016
	Next Interest Payment Date and Amount	30/04/2016
	Previous Repayment Date and Amount Next Repayment Date and Amount paid	NA
	Whether ulere has been any date / 1.0	04/01/2017 Rs.18,72,79,000/- No
		110
	Credit Rating at the time of issue / last credit rating prior to change	
1	rating prior to change	CARE BB+ for secured NCDs and
		White BB for Unsecured NCD- No 1
		etter dated 30.09.2015.

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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+ FOR SECURED NCD AND CARE BB FOR UNSECURED NCD
		Date of Change 30.09.2015
20	i) No. of debenture holders on the date of	As on 17.03.2015 - 10749
	<ul> <li>Allotment</li> <li>j) No. of debenture holders as on last day of this quarter,</li> <li>(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))</li> </ul>	CD attached (10169)
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	No
23	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	No
24	Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company.	Yes
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	
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)	

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30	HYC submitted to stock exchange contains	Yes
50	certificate signed by Debenture Trustee	105
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	Index of charges attached
	and reasons for delay (if any)	
33	Whether all taxes, cesses, insurance premia,	Yes
55	any other government charges with respect to	105
	Secured Assets for the issue have been paid.	
	If No, please give details and reasons for the	
34	same Whether Debenture Redemption Reserve	Yes
54		105
	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	
5		
35	Confirmation & Supporting of creation /	We will deposit Da 28 56 07 800/
	maintaining DRR before April 30 <sup>th</sup> by way of	We will deposit Rs.28,56,97,800/-,
	deposit / invest not less than 15% of the	before April 30 <sup>th</sup> 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. Company allotted 56749
	composition of the Board of directors or	compulsorily convertible and
	shareholders as defined in SEBI (Substantial	cumulative preference shares having
	Acquisition and Take Over) Regulations,	face value of Rs.1,000 to 82 applicants
	2011 which amounts to change in control of	by way of Private placement.
	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 March 31, 2016 (Please	1.24 Times Auditors Certificate

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	attach CA Certificate in the format as stated	l Attached
41	in Annexure)	
41	Whether Register of Debenture Holders has	yes
	been maintained with their addresses and	
	whether the transfers and changes in	
	ownership have been recorded. If no, please	
L	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 :	
	q) Companies Act (For all Issuers)	Yes
	r) SEBI Model Listing Agreement (For	Yes
	Listed Issues)	Yes
	s) SEBI (Listing Obligation and Disclosure	
	Requirements) Regulations 2015 (For	
	Listed Issues)	Yes
45	t) 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	105
	working days before the date on and from	
	which the interest on Debenture and	
49	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

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	Financial disclosures	
52	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent	NA
	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 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
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	Yes
59	Whether the Company has constituted following committees and held meetings in compliance with the provisions	
	Audit Committee	Yes
	• Nomination and Remuneration	Yes
	Committee	Yes Yes
	<ul> <li>Stakeholders Relationship Committee</li> <li>Risk Management Committee</li> </ul>	105
60	Whether the Company has made disclosure	Yes
	of material events/information to Exchanges	
	and Debenture Trustee, if any	
61	Whether the company has submitted Annual	No (Audit for the F.Y. 2015-16 is in
	Report within 21 working days to stock exchange(s)	progress)
62	The company shall appoint transfer agent	Yes
	(RTA) or manage the transfer cases in-house	
63	Whether the Company has submitted a	Yes
i	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)	le de la companya de
	representative of the transfer agent (KTA)	

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## ANNEXURES

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1		
	Updated list of names and addresses of debenture holders. (In case of a large list, kindly	1
	provide a CD in lieu of hard copies)	
2	Number and nature of grievances received from debenture holders and time frame within	1
	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	1
	ignore):	
	kk. End utilization certificate of the Debenture Subscription receipts from issuer's	
	statutory auditor	
	11. Security Cover **	
	mm. Amount transferred to DRR as on March 31, 2016	
	nn. Debt Equity Ratio	[
	oo. Asset cover Ratio (100%)	
	pp. Debt Service coverage Ratio	
	qq. Interest Service Coverage Ratio	
	rr. Half yearly certificate from Practicing CS/CA regarding maintenance of 100%	
	asset cover ratio	
	SS. **	
	xiii. Total assets charged Rs. A	ı I
	xiv. Total debts secured by way of charges created over the assets Rs. B with details thereof	
	with details thereof	
	xv. 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	
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## **Contact Details :**

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

For Kosamattam Finance Limited

For Kosamattam Finance Ltd.

Sany Secretary

Sreenath P. Company Secretary & Compliance Officer

Date: 25/04/2016





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Regd.Office: Kosamattam M.K.C Building Market Junction,M.L. Road Kottayam - 686 001,Kerala,India

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# Compliance Report for the quarter ended March 31, 2016

Name of	Issuer Company : KOSAMATTAM ]	FINANCE LTD. NCD - 6
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	Rs.200Crores ; Rs.199,88,15,000 /- raised
4	Listed/Unlisted (If Listed, the Exchange where listed)	Listed (BSE)
5	ISIN (Listed and Unlisted)	ISIN INE403Q07334(Due on 18/02/2017) INE403Q07342(Due on 18/02/2017) INE403Q07359(Due on 14/03/2018) [NE403Q07367(Due on 14/02/2019) INE403Q07375(Due on 14/02/2019) INE403Q07383(Due on 14/02/2020) INE403Q07391(Due on 14/06/2022) INE403Q07409(Due on 14/06/2022)
6	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	19.02.2016
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 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	15.02.2016 Credit to Demat Account, Physical certificates will be dispatched this week.
12	Outstanding amount as on March 31, 2016	Rs.199,88,15,000/-
12	Previous Interest Payment Date and Amount paid	31/03/2016
14	Next Interest Payment Date and Amount	30/04/2016
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 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	CARE BB+ for secured NCDs and CARE BB for Unsecured NCDs vide letter dated 30.09.2015.

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10		
19	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.	Data of Change 10/12/2015
20	k) No. of debenture holders on the date of	Date of Change 19/12/2015 As on 15.02.2016 - 7889
20	Allotment	As on 15.02.2016 - 7889
	<ul><li>I) No. of debenture holders as on last day of</li></ul>	CD attached 7903
	this quarter,	CD attached 7903
	(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	B
	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
	(security provided – immovable) is	
	confirmed annually by the Auditors of the	
	Company.	
25	Valuation Report (if applicable) has been	NA
26	obtained from Government approved valuer	Aug-1-1
20 27	ROC Search Report has been obtained	Attached
21	Confirmation with respect to submission of	Will be submitted
	Half yearly communication (HYC) to BSE / NSE for the last applicable half year and	
	reasons for non submission/ delay if any	
	(Only for Listed)	
	(Only for Elsted)	
	unaudited/audited financial results on half	
	yearly basis should be submitted to	
۰.	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	Will be published
	statements within 2 calendar days of the	fill and the second sec
	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	

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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	
32	Details Regarding Registration of charges	Index of charges attached
	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	
	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 30 <sup>th</sup> by way of	We will deposit Rs.28,56,97,800/-,
	deposit / invest not less than 15% of the	before April 30 <sup>th</sup> 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	NI O
38	Whether any major change in the	No. Company allotted 56749
	composition of the Board of directors or	compulsorily convertible and
	shareholders as defined in SEBI (Substantial	cumulative preference shares having face value of Rs.1.000 to 82
	Acquisition and Take Over) Regulations,	
	2011 which amounts to change in control of	approxime of the
	Issuer Company has occurred. If yes, please	placement.
	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	1.24 Times Auditors Certificate
40	Security Cover as on March 31, 2016 (Please	1.21 111100 11000
	attach CA Certificate in the format as stated	Attached
	in Annexure)	

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41		
41	Whether Register of Debenture Holders has	Yes
	been maintained with their addresses and	
	whether the transfers and changes in	
	ownership have been recorded. If no, please	
	give reasons.	
42	In case of Partially / Fully Convertible	NA
	Debentures, whether the debentures have	NA
	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 :	
	u) Companies Act (For all Issuers)	Yes
	v) SEBI Model Listing Agreement (For	
	Listed Issues)	Yes
		Yes
	w) SEBI (Listing Obligation and Disclosure	
	Requirements) Regulations 2015 (For	
	Listed Issues)	Yes
	x) 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		
4/	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	
	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
50		100
	exchange(s) about its intention to raise funds	En la
	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



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	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
55	to Board of Directors whether they are	
	directly or indirectly have material interest in	
	any transaction	
54	Whether the company has appointed	Yes
54	qualified Company Secretary as the	
	Compliance Officer	
55	Whether the Company has appointed Share	Yes
55	transfer agent or manage the same in house	
56	Whether the Company has preserved the	Yes
50	transactions records at least for 8 years	
57	Whether the Company is registered on the	Yes
57	SEBI SCORES	
58	Whether statement of investor grievances has	No (Audit for the F.Y. 2015-16 is in
20	been filed to Exchanges within 21 days from	progress)
	the end of quarter	
59	Whether the Company has constituted	
59	following committees and held meetings in	
	compliance with the provisions	
	Audit Committee	Yes
		Yes
		Yes
	Committee	Yes
	Stakeholders Relationship Committee	
	Risk Management Committee	N
60	Whether the Company has made disclosure	Yes
	of material events/information to Exchanges	
	and Debenture Trustee, if any	
61	Whether the company has submitted Annual	Yes
	Report within 21 working days to stock	
	exchange(s)	
62	The company shall appoint transfer agent	Yes
1	(RTA) or manage the transfer cases in-house	
63	Whether the Company has submitted a	Yes
	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)	
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# ANNEXURES

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Updated list of names and addresses of debenture holders. (In case of a large list, kindly 1 provide a CD in lieu of hard copies)

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	uu. Security Cover ** vv. Amount transferred to DRR as on March 31, 2016
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	yy. Debt Service coverage Ratio
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	aaa. Half yearly certificate from Tractioning Concerning of the segme of
	100% asset cover ratio
	bbb.
	** Rs. A
	xvi. Total assets charged xvii. Total debts secured by way of charges created over the assets Rs. B
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	xviii. Security Cover = $A/B$
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# **Contact Details :**

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For Kosamattam Finance Limited

For Kosamadam Finance Ltd.

5 Company Secretary

Sreenath P. Company Secretary & Compliance Officer Date: 25.04.2016