

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

**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)	Listed (BSE)
5	ISIN (Listed and Unlisted)	ISIN INE403Q07011 (Redeemed on 10/6/2015) INE403Q07029 (Redeemed on 10/6/2015) 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 supporting documents, registration number etc)	NA
11	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	16/05/2014 Credit to Demat Account 18/07/2014 Physical
12	Outstanding amount as on March 31, 2016	Rs.27,06,71,000/-
13	Previous Interest Payment Date and Amount paid	31/03/2016
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.	CARE BB+ FOR SECURED NCD Date of Change 30/09/2015
20	a) No. of debenture holders on the date of Allotment	As on 16/05/2014 - 6169

	b) No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))	CD attached (1721)
21	Brief details of the security created till date for the Debentures including third party securities	Index of charges attached
22	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	No
23	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	No
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	Will be submitted
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 conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Will be published
30	HYC submitted to stock exchange contains certificate signed by Debenture Trustee	Yes
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	Yes
32	Details Regarding Registration of charges and reasons for delay (if any)	Index of charges attached
33	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the	Yes

	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	No
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 : a) Companies Act ( For all Issuers)	Yes

	b) SEBI Model Listing Agreement (For Listed Issues)	Yes
	c) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues)	Yes
	d) ICDR Regulations (For all issuers)	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 Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchnages, disclosure of material information/event, shareholding pattern	NA
53	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly have material interest in any transaction	Yes
54	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Yes
55	Whether the Company has appointed Share transfer agent or manage the same in house	Yes
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 <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Risk Management Committee</li> </ul>	Yes Yes Yes Yes
60	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any	Yes
61	Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	No ( Audit for the F.Y. 2015-16 is in progress)
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 signed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes

#### ANNEXURES

1	Updated list of names and addresses of debenture holders. ( In case of a large list, kindly provide a CD in lieu of hard copies)
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances.
3	<p>Companies Auditors Certificate certifying the following (If already provided, please ignore):</p> <ol style="list-style-type: none"> <li>End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor</li> <li>Security Cover **</li> <li>Amount transferred to DRR as on March 31, 2016</li> <li>Debt Equity Ratio</li> <li>Asset cover Ratio (100%)</li> <li>Debt Service coverage Ratio</li> <li>Interest Service Coverage Ratio</li> <li>Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio</li> <li></li> </ol> <p>**</p> <ol style="list-style-type: none"> <li>Total assets charged <span style="float: right;">Rs. A</span></li> <li>Total debts secured by way of charges created over the assets <span style="float: right;">Rs. B</span> with details thereof</li> <li>Security Cover = A/B</li> </ol> <p>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</p>

	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

	<b>Contact Details :</b> 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 <sup>th</sup> Floor, No 769,Anna Salai, Chennai-600 002. Tel: +91 4428497812
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For Kosamattam Finance Limited

For Kosamattam Finance Ltd.



Sreenath P. Company Secretary  
Company Secretary & Compliance Officer



Date: 25.04.2016

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

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

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) INE403Q07102 (Redeemed on 12/2/2016) [NE403Q071 (Redeemed on 12/2/2016) INE403Q07128 ( Due on 12/8/2017) INE403Q07136 ( Due on 12/8/2017) INE403Q07144 (Due on 12/6/2020)
6	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	19/08/2014
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
15	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
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.	Date of Change 30/09/2015
20	c) No. of debenture holders on the date of Allotment d) No. of debenture holders as on last day of this quarter, <i>(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))</i>	As on 13/8/2014 --8172  CD attached - 2917
21	Brief details of the security created till date for the Debentures including third party securities	Index of charges attached
22	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	No
23	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	No
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	Will be submitted
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 conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Will be published
30	HYC submitted to stock exchange contains certificate signed by Debenture Trustee	Yes
31	Whether unaudited financial results are accompanied by Limited Review Report	Yes





	(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 reasons for delay (if any)	Index of charges attached
33	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	Yes
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	No
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	Yes



	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	Whether the provisions of the following laws applicable to debentures have been complied with : e) Companies Act ( For all Issuers) f) SEBI Model Listing Agreement (For Listed Issues) g) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues) h) ICDR Regulations (For all issuers)	Yes 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	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 <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Risk Management Committee</li> </ul>	Yes Yes Yes Yes
60	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any	Yes
61	Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	No ( Audit for the F.Y. 2015-16 is in progress)
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 signed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes

#### ANNEXURES

1	Updated list of names and addresses of debenture holders. ( In case of a large list, kindly provide a CD in lieu of hard copies)
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances.

3	<p>Companies Auditors Certificate certifying the following (If already provided, please ignore):</p> <ul style="list-style-type: none"> <li>j. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor</li> <li>k. Security Cover **</li> <li>l. Amount transferred to DRR as on March 31, 2016</li> <li>m. Debt Equity Ratio</li> <li>n. Asset cover Ratio (100%)</li> <li>o. Debt Service coverage Ratio</li> <li>p. Interest Service Coverage Ratio</li> <li>q. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio</li> <li>r.</li> </ul> <p>**</p> <ul style="list-style-type: none"> <li>iv. Total assets charged <span style="float: right;">Rs. A</span></li> <li>v. Total debts secured by way of charges created over the assets <span style="float: right;">Rs. B</span> with details thereof</li> <li>vi. Security Cover = A/B</li> </ul> <p>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</p>
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 :**

- h) Name of Authorised Signatory: Sreenath P.
- i) Email Address cs@kosamattam.com
- j) Contact Numbers 04812586400/506

k) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private

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

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



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| <p>l) Limited,Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,<br/>m) Nanakramguda, Hyderabad - 500 032,Tel: +91 40 67162222<br/>n) Name , Address and Email id of the Credit Rating Agency: Credit Analysis and<br/>Research Limited, Unit No. O-509/C, Spencer Plaza,5^ Floor, No 769,Anna Salai,<br/>o) Chennai-600 002. Tel: +91 4428497812</p> |
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For Kosamattam Finance Limited  
For Kosamattam Finance Ltd.

Sreenath P.  
Company Secretary  
Company Secretary & Compliance Officer

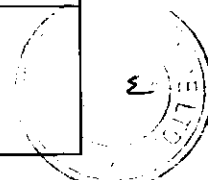
Date: 25/04/2016



**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 (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.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) INE403Q07185 (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)	11/11/2014
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 (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	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.	No



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 f) No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))	As on 08.11.2014- 9749  CD attached ( 9775)
21	Brief details of the security created till date for the Debentures including third party securities	Index of charges attached
22	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	No
23	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	No
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	Will be submitted
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

	conclusion of the Board Meeting. (atleast in one English national daily newspaper)	
30	HYC submitted to stock exchange contains certificate signed by Debenture Trustee	Yes
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	Yes
32	Details Regarding Registration of charges and reasons for delay (if any)	Index of charges attached
33	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	Yes
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	No
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	NA





	documents	
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 : i) Companies Act ( For all Issuers) j) SEBI Model Listing Agreement (For Listed Issues) k) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues) l) ICDR Regulations (For all issuers)	Yes 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	Yes

	meeting	
51	Compliance with Accounting Standard and Financial disclosures	Yes
52	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchnages, disclosure of material information/event, shareholding pattern	NA
53	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly have material interest in any transaction	Yes
54	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Yes
55	Whether the Company has appointed Share transfer agent or manage the same in house	Yes
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 <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Risk Management Committee</li> </ul>	Yes Yes Yes Yes
60	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any	Yes
61	Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	No. Audit for the F.Y. 2015 is in progress.
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 signed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes

## ANNEXURES

1	Updated list of names and addresses of debenture holders. ( In case of a large list, kindly provide a CD in lieu of hard copies)
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances.
3	<p>Companies Auditors Certificate certifying the following (If already provided, please ignore):</p> <ul style="list-style-type: none"> <li>s. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor</li> <li>t. Security Cover **</li> <li>u. Amount transferred to DRR as on March 31, 2016</li> <li>v. Debt Equity Ratio</li> <li>w. Asset cover Ratio (100%)</li> <li>x. Debt Service coverage Ratio</li> <li>y. Interest Service Coverage Ratio</li> <li>z. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio</li> <li>aa.</li> <li>**</li> <li>vii. Total assets charged Rs. A</li> <li>viii. Total debts secured by way of charges created over the assets Rs. B with details thereof</li> <li>ix. Security Cover = A/B</li> </ul> <p>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</p>
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

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

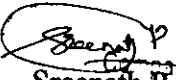
Tel: +91 481 2586400  
Email: info@kosamattam.com  
www.kosamattam.com  
CIN.U65929KL1987PLC004729

 **Kosamattam  
Finance Ltd.**

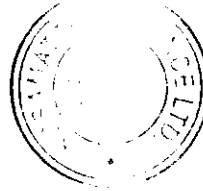
**Contact Details :**

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

For Kosamattam Finance Limited  
For Kosamattam Finance Limited

  
Sreenath P. Company Secretary

Company Secretary & Compliance Officer  
Date: 25/04/2016



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

**Name of Issuer Company : 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 16/9/2016) INE403Q07243(Due on 16/03/2018) INE403Q07250(Due on 16/07/2018) INE403Q07268(Due on 16/01/2021) INE403Q08035(Due on 16/01/2021)
6	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	20/03/2015
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	No
18	Credit Rating at the time of issue / last credit rating prior to change	CARE BBB- DATED 03.07.2014
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.	AND CARE BB FOR UNSECURED NCD
		Date of Change 30/09/2015
20	g) No. of debenture holders on the date of Allotment h) No. of debenture holders as on last day of this quarter, <i>(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))</i>	As on 17.03.2015 - 10749  CD attached - 10634
21	Brief details of the security created till date for the Debentures including third party securities	Index of charges attached
22	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	No
23	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	No
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	Will be submitted
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 conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Will be published
30	HYC submitted to stock exchange contains	Yes

	certificate signed by Debenture Trustee	
31	Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year	Yes
32	Details Regarding Registration of charges and reasons for delay (if any)	Index of charges attached
33	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	Yes
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	No
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	1.24 Times Auditors Certificate Attached

	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	Whether the provisions of the following laws applicable to debentures have been complied with : m) Companies Act ( For all Issuers) n) SEBI Model Listing Agreement (For Listed Issues) o) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues) p) ICDR Regulations (For all issuers)	Yes 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 Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchnages, disclosure of material information/event, shareholding pattern	NA
53	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly have material interest in any transaction	Yes
54	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Yes
55	Whether the Company has appointed Share transfer agent or manage the same in house	Yes
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 <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Risk Management Committee</li> </ul>	Yes Yes Yes Yes
60	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any	Yes
61	Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	No ( Audit for the F.Y. 2015-16 is in progress).
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 signed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes

#### ANNEXURES

1	Updated list of names and addresses of debenture holders. ( In case of a large list, kindly
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	<i>provide a CD in lieu of hard copies)</i>
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	<p>Companies Auditors Certificate certifying the following (If already provided, please ignore):</p> <ul style="list-style-type: none"> <li>bb. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor</li> <li>cc. Security Cover **</li> <li>dd. Amount transferred to DRR as on March 31, 2016</li> <li>ee. Debt Equity Ratio</li> <li>ff. Asset cover Ratio (100%)</li> <li>gg. Debt Service coverage Ratio</li> <li>hh. Interest Service Coverage Ratio</li> <li>ii. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio</li> <li>jj.</li> </ul> <p>**</p> <ul style="list-style-type: none"> <li>x. Total assets charged <span style="float: right;">Rs. A</span></li> <li>xi. Total debts secured by way of charges created over the assets <span style="float: right;">Rs. B</span> with details thereof</li> <li>xii. Security Cover = A/B</li> </ul> <p>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</p>
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 :**

x) Name of Authorised Signatory: Sreenath P.

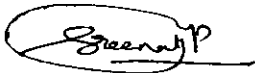
Regd.Office: Kosamattam M.K.C Building  
Market Junction,M.L. Road  
Kottayam - 686 001,Kerala,India

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

 **Kosamattam  
Finance Ltd.**

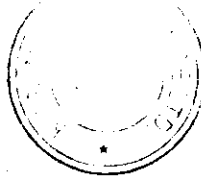
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|--|
| <p>y) Email Address cs@kosamattam.com<br/>z) Contact Numbers 04812586400/506<br/>aa) Name ,Address and Email id of R&amp;T Agent: Name ,Address and Email id of R&amp;T Agent: Karvy Computershare Private<br/>bb) Limited,Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,<br/>cc) Nanakramguda, Hyderabad - 500 032,Tel: +91 40 67162222<br/>dd) 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,<br/>ee) Chennai-600 002. Tel: +91 4428497812</p> |
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For Kosamattam Finance Limited



Sreenath P.  
Company Secretary & Compliance Officer

Date: 25/04/2016



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

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

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.230 Crores ; Rs.230 Cr.- raised
4	Listed/Unlisted (If Listed, the Exchange where listed)	Listed (BSE)
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 confirmation and supporting from BSE/NSE)	04.12.2015
7	Original & Revised (if any) Coupon Rate	As per Prospectus dated 14.12.2015
8	Tenor of Issue	26.10.2015-19.11.2015
9	Date of Allotment of Debentures	01.12.2015
10	Confirmation of having complied with Foreign Account Tax Compliance Act (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	01.12.2015 Credit to Demat Account, Physical posted in February, 2016.
12	Outstanding amount as on March 31, 2016	
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	04/01/2017 Rs.18,72,79,000/-
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+ for secured NCDs and CARE BB for Unsecured NCDs vide letter dated 30.09.2015.

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 Allotment j) No. of debenture holders as on last day of this quarter, <i>(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))</i>	As on 17.03.2015 - 10749  CD attached ( 10169)
21	Brief details of the security created till date for the Debentures including third party securities	Index of charges attached
22	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	No
23	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	No
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	Will be submitted
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 conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Will be published

30	HYC submitted to stock exchange contains certificate signed by Debenture Trustee	Yes
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	Yes
32	Details Regarding Registration of charges and reasons for delay (if any)	Index of charges attached
33	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	Yes
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	No
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	1.24 Times Auditors Certificate

	attach CA Certificate in the format as stated in Annexure)	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 : q) Companies Act ( For all Issuers) r) SEBI Model Listing Agreement (For Listed Issues) s) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues) t) ICDR Regulations (For all issuers)	Yes 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	Yes

	Financial disclosures	
52	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchnages, disclosure of material information/event, shareholding pattern	NA
53	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly have material interest in any transaction	Yes
54	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Yes
55	Whether the Company has appointed Share transfer agent or manage the same in house	Yes
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 <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Risk Management Committee</li> </ul>	Yes Yes Yes Yes
60	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any	Yes
61	Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	No ( Audit for the F.Y. 2015-16 is in progress)
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 signed 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. ( <i>In case of a large list, kindly provide a CD in lieu of hard copies</i> )
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	<p>Companies Auditors Certificate certifying the following (If already provided, please ignore):</p> <ul style="list-style-type: none"> <li>kk. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor</li> <li>ll. Security Cover **</li> <li>mm. Amount transferred to DRR as on March 31, 2016</li> <li>nn. Debt Equity Ratio</li> <li>oo. Asset cover Ratio (100%)</li> <li>pp. Debt Service coverage Ratio</li> <li>qq. Interest Service Coverage Ratio</li> <li>rr. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio</li> <li>ss.</li> </ul> <p>**</p> <ul style="list-style-type: none"> <li>xiii. Total assets charged <span style="float: right;">Rs. A</span></li> <li>xiv. Total debts secured by way of charges created over the assets <span style="float: right;">Rs. B</span> with details thereof</li> <li>xv. Security Cover = A/B</li> </ul> <p>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</p>
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 :**

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

ll) 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,

mm) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

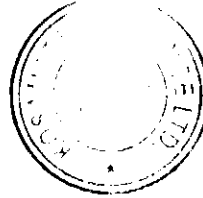
For Kosamattam Finance Ltd.

  
Company Secretary

Sreenath P.

Company Secretary & Compliance Officer

Date: 25/04/2016

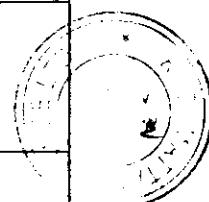


**Compliance Report for the quarter ended March 31, 2016**

**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) INE403Q07367(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/-
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	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	No
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.

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  Date of Change 19/12/2015
20	k) No. of debenture holders on the date of Allotment l) No. of debenture holders as on last day of this quarter, <i>(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))</i>	As on 15.02.2016 - 7889  CD attached 7903
21	Brief details of the security created till date for the Debentures including third party securities	Index of charges attached
22	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	No
23	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	No
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	Will be submitted
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 conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Will be published
30	HYC submitted to stock exchange contains certificate signed by Debenture Trustee	Yes



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	Yes
32	Details Regarding Registration of charges and reasons for delay (if any)	Index of charges attached
33	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	Yes
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	No
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 : u) Companies Act ( For all Issuers) v) SEBI Model Listing Agreement (For Listed Issues) w) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues) x) ICDR Regulations (For all issuers)	Yes 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	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 to Board of Directors whether they are directly or indirectly have material interest in any transaction	Yes
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12	Letter issued by Credit Rating agency for revised credit rating

**Contact Details :**

nn) Name of Authorised Signatory: Sreenath P.  
oo) Email Address cs@kosamattam.com



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Market Junction,M.L. Road  
Kottayam - 686 001,Kerala,India

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



pp) Contact Numbers 04812586400/506  
qq) Name ,Address and Email id of R&T Agent: Name ,Address and Email id of R&T Agent: Karvy Computershare Private  
rr) Limited,Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,  
ss) Nanakramguda, Hyderabad - 500 032,Tel: +91 40 67162222  
tt) 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,  
uu) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

For Kosamattam Finance Ltd.

  
Company Secretary

Sreenath P.  
Company Secretary & Compliance Officer  
Date: 25.04.2016