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 Compliance KeBorr and Starter ended June 30, 500 ance Ltd.

Kosamattam

NCD - 1 Name of Issuer Company : KOSAMATTAM FINANCE LTD. NCD Description of the Debenture Series /Issue 1 (Secured / Unsecured PCD/FCD/NCD) PUBLIC ISSUE Type of Issue (Private / Public / Rights) 2 Rs. 100 Crores ; Rs.100 Crores Issue Amount and Amounts Raised 3 raised Listed (BSE) Listed/Unlisted (If Listed, the Exchange where 4 listed) ISIN ISIN (Listed and Unlisted) 5 INE403O07011 (Redeemed) INE403 O07029(Redeemed) INE403 Q07037(Redeemed) INE403 Q07045 (Redeemed) INE403Q07052(Due on 16/05/2017 INE403Q07060(Due on 16/05/2017) INE403Q07078(Due on 16/11/2019) 20/05/2014 Date of Listing of NCDs (please provide 6 confirmation and supporting from BSE/NSE) As per Prospectus dated 15/04/2014 Original & Revised (if any) Coupon Rate 7 23/04/2014 to 06/05/2014 Tenor of Issue 8 16/05/2014 Date of Allotment of Debentures 9 Confirmation of having complied with Foreign NA 10 Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other (If Applicable - along with intermediaries supporting documents, registration number etc) 16/05/2014 Credit to Demat Account Debenture Certificate Date of Issue of 11 18/07/2014 Physical (Physical) or Credit to Demat A/c Outstanding amount as on June, 30, 2016 Rs.270671000/-12 01/06/2016, Rs.1271398 Previous Interest Payment Date and Amount 13 paid 01/07/2016, Rs.1230367 Next Interest Payment Date and Amount 14 16/11/2015 Rs.46,34,10,000/-Previous Repayment Date and Amount paid 15 16/05/2017 Rs.15,98,13,000/-Next Repayment Date and Amount 16 Whether there has been any delay / default in No 17 payment of interest and/or principal amount? If yes the due dates thereof & date of payment CARE BB+ DATED 26/12/2013 Credit Rating at the time of issue / last credit 18 rating prior to change Present Credit Rating and date of change of CARE BB+ 19 credit rating. In case of revision, please attach Date of Change 30/09/2015 letter from Credit Rating Agency indicating revision in rating. As on 16/05/2014 6169 a) No. of debenture holders on the date of 20 Allotment 1722, CD attached b) No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))_

21	Brief details of the security created till date for	Index of charges attached
	the Debentures including third party securities	
22	Whether any security is pending to be created	No
	for the Debentures, if yes provide details of the	
	same along with the date by which such	
	security is to be / was to be created	· · · · · · · · · · · · · · · · · · ·
23	Whether the Secured Assets are insured? If	No
	yes, attach the latest renewed copies thereof	
24	Certificate of inspection of trust property	YES
21	(security provided – immovable) is confirmed	123
	annually by the Auditors of the Company.	
25	Valuation Report (if applicable) has been	
23		NA
~	obtained from Government approved valuer	
26	ROC Search Report has been obtained	Attached
27	Confirmation with respect to submission of	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
20	• •	
	material deviation, if any. This should cover	
	deviation in use of proceeds of issue other than	
	the object stated in offer document	
29	Publication of financial results and statements	published
	within 2 calendar days of the conclusion of the	
	Board Meeting. (atleast in one English national	
	daily newspaper)	
30	HYC submitted to stock exchange contains	Yes
	certificate signed by Debenture Trustee	
31	Whether unaudited financial results are	YES
	accompanied by Limited Review Report	
	(LRR)*	
	*LRR is not required if the company has	
	intimated exchanges in advance that it shall	
	submit annual audited results within 60 days	
	from the end of Financial Year	
32	Details Regarding Registration of charges and	Index of charges attached
	reasons for delay (if any)	· ·····
33	Whether all taxes, cesses, insurance premia,	Yes
	any other government charges with respect to	
	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	٤
	till date	$\sum_{i=1}^{n} e_{i} = e_{i}$
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35 ·	Confirmation & Supporting of creation /	
	maintaining DRR before April 30th by way of	We have deposited Rs.28,56,97,800/-
	deposit / invest not less than 15% of the	on April 29 2016.
	amount of debentures maturing during the year	
	ending March 31, 2017 as detailed in the	
	clarification circular provided by MCA	
36	Whether any material change has taken place	No
	in the nature and the conduct of the business of	
	the Issuer since the date of Issue which is	
	detrimental to the interest of debenture holders.	
	If yes, please give details	
37	Whether any orders, directions, notice of court/	No
	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 composition	No. Company allotted 56749
	of the Board of directors or shareholders as	compulsorily convertible and
	defined in SEBI (Substantial Acquisition and	cumulative preference shares having
	Take Over) Regulations, 2011 which amounts	face value of Rs.1,000 to 82 applicants
	to change in control of Issuer Company has	by way of Private placement.
	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 June 30, 2016 (Please	1.46 Times. Auditors Certificate
	attach CA Certificate in the format as stated in	Attached.
	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
	Debentures, whether the debentures have been	
	converted into equity in accordance with the	
	terms of issue? If no, please give reasons.	
43	Whether all the terms & conditions of the	YES
	transaction documents are complied with? If	
	no, please give reasons.	
44	Whether the provisions of the following laws	
	applicable to debentures have been complied	
	with :	
	a) Companies Act (For all Issuers)	Yes
	b) SEBI Model Listing Agreement (For	Yes
	Listed Issues)	
	c) SEBI (Listing Obligation and Disclosure	Yes
	Requirements) Regulations 2015 (For	
	Listed Issues)	
		Yes
	d) ICDR Regulations (For all issuers)	100
45	d) ICDR Regulations (For all issuers) Whether any dividend has been declared	yes
45		
45	Whether any dividend has been declared	
	Whether any dividend has been declared during this quarter.	yes

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resolution/ delay if any (Details to be separately provided in annexure as enclosed) 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 NA 52 Compliance with Accounting Standard and provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchanges, disclosure of material information/event, shareholding pattern YES 53 Whether the company has appointed qualified Company Secretary as the Compliance Officer YES 54 Whether the Company has preserved the transfer agent or manage the same in house YES 56 Whether the Company has preserved the transfer agent or manage the same in house YES 57 Whether the Company has preserved the end figuarter YES			
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55Whether the Company has appointed Share transfer agent or manage the same in houseYES56Whether the Company has preserved the transactions records at least for 8 yearsYES57Whether the Company is registered on the SEBI SCORESYES58Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarterYes59Whether the Company has constituted following committees and held meetings in compliance with the provisionsYes6Nomination CommitteeYes6Nomination CommitteeYes	54		YES
transfer agent or manage the same in house 155 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 Yes • Audit Committee Yes • Nomination and Remuneration Committee Yes			
 56 Whether the Company has preserved the transactions records at least for 8 years 57 Whether the Company is registered on the SEBI SCORES 58 Whether statement of investor grievances has 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 Nomination and Remuneration Yes 	22		YES
transactions records at least for 8 years The 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 Yes • Audit Committee Yes • Nomination and Remuneration Committee 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 Yes 6 Audit Committee Yes 7 Nomination and 8 Nomination and 9 Nomination Yes	56		YES
SCORES The 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 Yes • Audit Committee Yes • Nomination and Remuneration Committee 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 Nomination and Remuneration Committee Yes 	57	· · -	YES
been filed to Exchanges within 21 days from the end of quarter 100 59 Whether the Company has constituted following committees and held meetings in compliance with the provisions Audit Committee Nomination and Remuneration Committee Yes 			
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 Committee Yes	58	Whether statement of investor grievances has	Yes
59 Whether the Company has constituted following committees and held meetings in compliance with the provisions • • Audit Committee Yes • Nomination and Remuneration Committee Yes		been filed to Exchanges within 21 days from the	
committees and held meetings in compliance with the provisions • Audit Committee Yes • Nomination and Remuneration Committee Yes		end of quarter	
committees and held meetings in compliance with the provisions • Audit Committee Yes • Nomination and Remuneration Committee Yes	59	Whether the Company has constituted following	···
with the provisions Yes • Audit Committee Yes • Nomination and Remuneration Committee Yes			
Nomination and Remuneration Yes Committee Yes	ļ		(
Nomination and Remuneration Yes Committee Yes		Audit Committee	Yes
Committee Yes			
Stakeholders Relationshin Committee		Stakeholders Relationship Committee	Yes
Risk Management Committee			
	60		Vac
			105
material events/information to Exchanges and		material events/information to Exchanges and	
		Depenture Tructon if any	· · · · · · · · · · · · · · · · · · ·
The second and the company has submitted Annual Yes	61 - +	Debenture Trustee, if any	×
Report within 21 working days to stock	61	Whether the company has submitted Annual	Yes

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

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ANNEXURES

1	Updated list of names and addresses of debenture holders. (In case of a large list, kindly
	provide a CD in lieu of hard copies)
2	Number and nature of grievances received from debenture holders and time frame within
	which the same were resolved by the Issuer Company. NIL statement to be submitted in case
	of no grievances.
3	Companies Auditors Certificate certifying the following (If already provided, please
	ignore):
	a. End utilization certificate of the Debenture Subscription receipts from issuer's
	statutory auditor b. Security Cover **
	. Amount transferred to DRR as on June 30, 2016
4	
1	d. Debt Equity Ratio
	e. Asset cover Ratio (100%)
	f. Debt Service coverage Ratio
	 g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100%
	h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio
	asset cover fault
	**
	i. Total assets charged Rs. A
	ii. Total debts secured by way of charges created over the assets Rs. B
	with details thereof
	iii. Security Cover = A/B
	m. Security Cover 7515
	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 initiational sector entitles
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,
ļ	please provide Renewed Insurance Policies
7_	CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as
	on June 30, 2016
8	Certificate from Director / Managing Director of the issuer company, certifying the value of
	book debts / receivables (Applicable for Listed NCDs) as on June 30, 2016 along with
	details of the said book debts and/or receivable
94	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
¥.	nouvenamer
11	Copy of all notices, resolutions and circulars relating to new issue of non convertible debt

- J	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,5th Floor, No 769, Anna Salai, Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

ForKosamatlam Rinance Ltd.

Company Secretary Sreenath P. Company Secretary & Compliance Officer

Date: 26.07.2016



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

Compliance Report for the quarter ended June 30, 2016

Name of Issuer Company : **NCD -2 KOSAMATTAM FINANCE LTD.** Description of the Debenture Series /Issue NCD 1 (Secured / Unsecured PCD/FCD/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 Listed (BSE) where listed) 5 ISIN (Listed and Unlisted) ISIN INE403Q07086(Redeemed) INE403Q07094(Redeemed) INE403O07l02(Redeemed) INE403Q071 10(Redeemed) INE403Q07l28(Due on 12/8/2017) INE403Q07136(Due on 12/8/2017) INE403Q07I44(Due on 12/6/2020) Date of Listing of NCDs (please provide 6 19/08/2014 confirmation and supporting from BSE/NSE) 7 Original & Revised (if any) Coupon Rate As per Prospectus dated 14/07/2014 8 Tenor of Issue 18/07/2014 - 04/08/2014 9 Date of Allotment of Debentures 13/08/2014 10 Confirmation of having complied with NA Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable with along supporting documents, registration number etc) 11 Date of Issue of Debenture Certificate 13/08/2014 Credit to Demat Account (Physical) or Credit to Demat A/c 24/9/2014 Physical 12 Outstanding amount as on June 30, 2016 Rs.57,64,81,000/-13 Previous Interest Payment Date and Amount 01/06/2016, Rs.31,41,995/paid 14 Next Interest Payment Date and Amount 01/07/2016,Rs.30,41,072/-12/02/2016,Rs.61,47,70,000/-15 Previous Repayment Date and Amount paid 16 12/08/2017,Rs.44,38,98,000/-Next Repayment Date and Amount 17 Whether there has been any delay / default in No payment of interest and/or principal amount? If yes the due dates thereof & date of payment Credit Rating at the time of issue / last credit CARE BBB- Date 09.09.2014 18 rating prior to change 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 Date of Change 30/09/2015

24. **4**.

	indicating revision in rating.	
	c) No. of dependice holders of the table	
	Allotment	
	a) No. 01 dependere norders as on the s	ļ
	this quarter.	1
	(please provide details of NCD Holder viz.]
	Names, Holding, Mailing Address, Contact	1
	Nos (Rannos))	1
 1	Brief details of the security created till date index of charges attached	ļ
•	for the Debentures including third party	
	neourities	1
2	Whather any security is pending to be No	
4	areated for the Debentures, if yes provide	
	details of the same along with the unit by	1
	which such security is to be / was to be	
		-
	Whether the Secured Assets are insured? If NO	
.3	attach the latest renewed copies thereof	-
	Certificate of inspection of trust property YES	
24	(security provided – immovable) is	ļ
	confirmed annually by the Auditors of the	
		{
	Company. Valuation Report (if applicable) has been NA	
25	Valuation Report (II applicable) has even	
	obtained from Government approved valuer Attached	
26	DOC Search Report has been unumer	
27	A E-mation With respect to submission	
	It-if communication (HIC) to DOL /	1
	NOT for the last applicable nall year and	ļ
	reasons for non-submission/ delay if any	ļ
	(Only for Listed)	ļ
	unaudited/audited financial results on half	
	the standard be sublitued to the	
	yearly basis should be built of exchanges within 45 days from the end of	
28	Transferrent results statement should indicate in the	ļ
20	a sub-1 deviation if any. This should cover	\
	deviation in use of proceeds of issue outer	
	then the object stated in offer document	
L	- In the star of tinancial results and part	ļ
29	rubication within 2 calendar days of the	
1	statements within 2 calculations. (atleast in conclusion of the Board Meeting. (atleast in	
	one English national daily newspaper)	
	HYC submitted to stock exchange contains Yes	
30	HYC submitted to stock comments	
	certificate signed by Debenture Trustee	
31		
	accompanied by Limited Review Report	
1	H_{a}	<u>.</u>
Į		
	intimated exchanges in deviation of days submit annual audited results within 60 days from the end of Financial Year	

2	and reasons for delay (if any)	Index of charges attached
3	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
4	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 th 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 have deposited Rs.28,56,97,800/- on April 29 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	
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	compulsorily convertible and cumulative preference shares having face value of Rs.1,000 to 82 applicants by way of Private placement.
39	give details Whether any change in Authorized Signatory to banks who had signed Post Dated Cheques (PDCs) given as security as per transaction documents	
40	Security Cover as on June 30,2016 (Please 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.	
42	In case of Partially / Fully Convertible Debentures, whether the debentures hav been converted into equity in accordance with the terms of issue? If no, please giv	e lite

43	Whether all the terms & conditions of the transaction documents are complied with? If	YES
44	no, please give reasons. 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	Yes Yes
	 Listed Issues) g) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For 	Yes
	Listed Issues) h) 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	YES

,	Compliance Officer	
55	Whether the Company has appointed Share transfer agent or manage the same in house	YES
56	Whether the Company has preserved the transactions records at least for 8 years	YES
57	Whether the Company is registered on the SEBI SCORES	YES
58	Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter	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
	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)	no
62	The company shall appoint transfer agent (RTA) or manage the transfer cases in-house	Yes
63	Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	

ANNEXURES

 provide a CD in lieu of hard copies) 2 Number and nature of grievances received from debenture holders and time frame were resolved by the Issuer Company. NIL statement to be submitted case of no grievances. 3 Companies Auditors Certificate certifying the following (If already provided, prignore): a. End utilization certificate of the Debenture Subscription receipts from issestatutory auditor b. Security Cover ** c. Amount transferred to DRR as on June 30, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio 	U I II	
 Number and nature of grievances received from debenture holders and time frame w which the same were resolved by the Issuer Company. NIL statement to be submitt case of no grievances. Companies Auditors Certificate certifying the following (If already provided, p ignore): a. End utilization certificate of the Debenture Subscription receipts from iss statutory auditor b. Security Cover ** c. Amount transferred to DRR as on June 30, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 	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)
 Companies Auditors Certificate certifying the following (If already provided, prignore): a. End utilization certificate of the Debenture Subscription receipts from iss statutory auditor b. Security Cover ** c. Amount transferred to DRR as on June 30, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 	2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances
	3	 Companies Auditors Certificate certifying the following (If already provided, please ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on June 30, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100%

	i. Total assets charged Rs. A
	ii. Total debts secured by way of charges created over the assets Rs. B
	with details thereof
	iii. Security $Cover = A/B$
	Note: 1. If third party security is created, please include the same and give supporting 2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and intere service coverage ratio shall not be applicable for Banks or NBFC registered with RBI an 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) a on June 30, 2016
8	Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on June 30, 2016 along with details of the said book debts and/or receivable
9	Report of the Lead Bank regarding progress of the Project
10	Paper cutting of publication of financial results (at least in one English national dai newspaper)
11	Copy of all notices, resolutions and circulars relating to new issue of non convertible de 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,5th Floor, No 769, Anna Salai,
- h) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

For Kosamattam Finance Ltd.

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Company Secretary Sreenath P. Company Secretary & Compliance Officer

Date: 26.07.2016

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

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



Compliance Report for the quarter ended June 30, 2016

Name of	Issuer Company : KOSAMATTAM	FINANCE LTD. NCD-3
∞ 1	Description of the Debenture Series /Issue	NCD
1	(Secured / Unsecured PCD/FCD/NCD)	NCD
2	Type of Issue (Private / Public / Rights)	PUBLIC ISSUE
2 3	Issue Amount and Amounts Raised	Rs.200 Crores ; Rs.1,63,44,49,000/-
5	issue / mitourit and / mitourits reason	raised
4	Listed/Unlisted (If Listed, the Exchange	
•	where listed)	
5	ISIN (Listed and Unlisted)	ISIN
		INE403Q07151(Redeemed)
		INE403Q07169(Redeemed)
		INE403Q07l 77(Due on 07/11/2017)
		INE403Q07185 (Due on 07/11/2017)
		INE403Q07l 93(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	11/11/2014
	confirmation and supporting from BSE/NSE)	
7	Original & Revised (if any) Coupon Rate	As per Prospectus dated 25/09/2014
8	Tenor of Issue	30/09/2014-29/10/2014
9	Date of Allotment of Debentures	08/11/2014
10	Confirmation of having complied with	NA
	Foreign Account Tax Compliance Act	
	(FATCA) as regards the investors, borrowers	
	and other intermediaries (If Applicable -	
	along with supporting documents,	
	registration number etc)	08/11/2014 Credit to Demat Account
11	Date of Issue of Debenture Certificate	•
	(Physical) or Credit to Demat A/c	02/12/2014 Physical
12	Outstanding amount as on June 30, 2016	Rs.89,28,39,000/-
13	Previous Interest Payment Date and Amount	01/06/2016, Rs.37,08,953/-
14	paid	01/07/2016, Rs 35,89,406/-
14	Next Interest Payment Date and Amount	07/05/2016, Rs.74,16,10,000/-
15	Previous Repayment Date and Amount paid	07/11/2017, Rs.31,88,63,000/-
16	Next Repayment Date and Amount Whether there has been any delay / default in	No
17	payment of interest and/or principal amount?	
	If yes the due dates thereof & date of	
	payment	
18	Credit Rating at the time of issue / last credit	CARE BBB- DATED 09.09.2014
10	rating prior to change	
19	Present Credit Rating and date of change of	CARE BB+
17	credit rating. In case of revision, please	
	attach letter from Credit Rating Agency	Date of Change:30.09.2015
	indicating revision in rating.	
20	e) No. of debenture holders on the date of	As on 08.11.2014-9749
20	Allotment	

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.•	 f) No. of debenture holders as on last day of this quarter, 	5033, CD attached
	(please provide details of NCD Holder viz.	
	Names, Holding, Mailing Address, Contact	
	Nos. (Benpos))	
21	Brief details of the security created till date	Index of charges attached
	for the Debentures including third party	mack of charges attached
_	securities	
22	Whether any security is pending to be	No
	created for the Debentures, if yes provide	
	details of the same along with the date by	
	which such security is to be / was to be	
-	created	
3	Whether the Secured Assets are insured? If	No
	yes, attach the latest renewed copies thereof	110
4	Certificate of inspection of trust property	Yes
	(security provided – immovable) is	
	confirmed annually by the Auditors of the	
	Company.	
5	Valuation Report (if applicable) has been	NA
	obtained from Government approved valuer	
5	ROC Search Report has been obtained	Attached
7	Confirmation with respect to submission of	Submitted
	Half yearly communication (HYC) to BSE /	Submitted
	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	
8	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	
,	Publication of financial results and	published
	statements within 2 calendar days of the	published
	conclusion of the Board Meeting. (atleast in	
	one English national daily newspaper)	
)	HYC submitted to stock exchange contains	Yes
	certificate signed by Debenture Trustee	105
	Whether unaudited financial results are	YES
	accompanied by Limited Review Report	T LO
	(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	
		Index of charges attached
	and reasons for delay (if any)	Index of charges attached
	in nounce an taxes, cesses, insurance premia.	Yes

34	Secured Assets for the issue have been paid. If No, please give details and reasons for the same Whether Debenture Redemption Reserve	
34	same	
34		1
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	
35	Confirmation & Supporting of creation /	
	maintaining DRR before April 30 th 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	
<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	
37	holders. If yes, please give details	
57	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	
38	Whether any major change in the	No. Company allotted
	composition of the Board of directors or	compulsorily convertible
	shareholders as defined in SEBI (Substantial	
	Acquisition and Take Over) Regulations,	face value of Rs.1,000 to 82 appl
	2011 which amounts to change in control of	by way of Private placement.
	Issuer Company has occurred. If yes, please	
39	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 june 30, 2016 (Please	1.46 Times. Auditors Certificate
	attach CA Certificate in the format as stated	Attached.
	in Annexure)	Truched.
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	
40	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 :	
	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	N
	Listed Issues)	Yes
46	1) ICDR Regulations (For all issuers)	N
45	Whether any dividend has been declared	No
	during this quarter.	
46	Nature of investor grievances received for	Attached
	quarter ended June 2016 its status as on date	
	of the submission of QCR and reason for the	
	non resolution/ delay if any (Details to be	
	separately provided in annexure as enclosed)	
47	Any Buy Back of NCDs during the quarter	NO
	and details of the same	
48	Whether the company has given prior	Yes
	intimation to exchanges of at least 11	
	working days before the date on and from	
	which the interest on Debenture and	
	redemption amount of Debentures is payable	
49	Whether the company has maintained	Yes
	functional website containing requisite	
	information (Reg 62)	
50	Whether the company has intimated	Yes
	exchange(s) about its intention to raise funds	
	through issue of new NCD and such	
	intimation was given prior to holding Board	
1	meeting	
51	Compliance with Accounting Standard and	Yes
	Financial disclosures	
52	Compliance with Corporate Governance	NA
52	provisions as specified in Chapter IV viz	
	Related Party framework, Independent	
	Directors, submission of quarterly	
	compliance report on corporate governance	
	to Exchange(s), prior intimation to	
	exchanges, disclosure of material	
	information/event, shareholding pattern	
53	Whether Directors and KMPs have disclosed	YES
33		12.0
	to Board of Directors whether they are directly or indirectly have material interest in	
Ì	÷	
	any transaction	YES
54	Whether the company has appointed	
	qualified Company Secretary as the	
	Compliance Officer	VTC
55	Whether the Company has appointed Share	YES
1	transfer agent or manage the same in house	YES
56	Whether the Company has preserved the	

	transactions records at least for 8 years	
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 Nomination and Remuneration Committee Stakeholders Relationship Committee Risk Management Committee 	Yes Yes Yes Yes
60	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any	Yes
61	Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	Yes
62	The company shall appoint transfer agent (RTA) or manage the transfer cases in-house	Yes
63	Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes

ANNEXURES

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LPT AL.		
1	Updated list of names and addresses of debenture holders. (In case of a	ı large list, kindly
	provide a CD in lieu of hard copies)	
2	Number and nature of grievances received from debenture holders and t	ime frame within
	which the same were resolved by the Issuer Company. NIL statement t	o be submitted in
	case of no grievances.	
3	Companies Auditors Certificate certifying the following (If already	provided, please
	ignore):	
	a. End utilization certificate of the Debenture Subscription recei	pts from issuer's
	statutory auditor	
	b. Security Cover **	
	c. Amount transferred to DRR as on June 30, 2016	
ļ	d. Debt Equity Ratio	
	e. Asset cover Ratio (100%)	
	f. Debt Service coverage Ratio	
	g. Interest Service Coverage Ratio	
	h. Half yearly certificate from Practicing CS/CA regarding main	tenance of 100%
	asset cover ratio	
	**	
	i. Total assets charged	Rs. A
	ii. Total debts secured by way of charges created over the assets	Rs. B
	with details thereof	
	iii. Security Cover = A/B	·

	Note: 1. If third party security is created, please include the same and give supporting 2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities
4	Duly audited annual accounts of the issuer company
5	Overterly audited / unaudited financials of the Issuer
6	Insurance Policy of the security charged in our favour. In case insurance Policy has
7	CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as
8	Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on June 30, 2016 along with details of the said book debts and/or receivable
9	Demost of the Load Bank regarding progress of the Project
10	Paper cutting of publication of financial results (at least in one English national daily
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,5th Floor, No 769, Anna Salai,
- h) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

For Kosamattam Finance Ltd.

Company Secretary Sreenath P. Company Secretary & Compliance Officer

E Sent

Date: 26.07.2016

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

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AKC Building Tel: +91 481 2586400 Jon,M.L. Road Email: info@kosamattam.com 1,Kerala,India www.kosamattam.com Compliance Report for the guarter ended June 30, 2016

Kosamattam Finance Ltd.

	of Issuer Company : KOSAMATTAM	and the second
1	Description of the Debenture Series /Issue	NCD
	(Secured / Unsecured PCD/FCD/NCD)	
2	Type of Issue (Private / Public / Rights)	PUBLIC ISSUE
3	Issue Amount and Amounts Raised	Rs.200 Crores : Rs.200 /- raised
4	Listed/Unlisted (If Listed, the Exchange where listed)	Listed (BSE)
5	ISIN (Listed and Unlisted)	ISIN INE403Q07201(Redeemed) INE403Q07219(Redeemed) INE403Q07227(Due on 16/09/2016) INE403Q07235(Due on 16/09/2016) INE403Q07243(Due on 16/03/2018) INE403Q07250(Due on 16/07/2018) INE403Q07268(Due on 16/01/2021) INE403Q08035(Due on 16/01/2021)
	Date of Listing of NCDs (please provide	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	10.02.2015-05.03.2015
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 survey I 20 0016	
12	Outstanding amount as on June 30, 2016	Rs.1,74,60,58,000/-
	Previous Interest Payment Date and Amount paid	01/06/2016,Rs 94,88,975/-
14	Next Interest Payment Date and Amount	01/07/2016,Rs.91,82,440/-
15	Previous Repayment Date and Amount paid	20/04/2016, Rs.25,39,42,000/-
16	Next Repayment Date and Amount	16/09/2016,Rs.57,51,41,000/-
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
8	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+ Date of change:30.09.2015

20			
20	g) No. of debenture holders on the date of Allotment	As on 17.03.2015 - 10749	
		8753 CD attacks 1	
	h) No. of debenture holders as on last day of this quarter	8752 ,CD attached	
	this quarter, (please provide details of NCD Holder viz.		
	Names, Holding, Mailing Address, Contact		
	Nos. (Benpos))		
21	Brief details of the security created till date	Index of charges attached	
21	for the Debentures including third party	index of charges attached	
	securities		
22	Whether any security is pending to be	No	
	created for the Debentures, if yes provide	NO	
	details of the same along with the date by		
	which such security is to be / was to be		
	created		
23	Whether the Secured Assets are insured? If	No	
	yes, attach the latest renewed copies thereof		
24	Certificate of inspection of trust property	Yes	
I	(security provided – immovable) is		
	confirmed annually by the Auditors of the		
	Company.		
25	Valuation Report (if applicable) has been	NA	
	obtained from Government approved value		
26	ROC Search Report has been obtained	Attached	
27	Confirmation with respect to submission of	Submitted.	
	Half yearly communication (HYC) to BSE /	Submitted.	
	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	published	
	statements within 2 calendar days of the		
	conclusion of the Board Meeting. (atleast in		
	one English national daily newspaper)		
30	HYC submitted to stock exchange contains	Yes	
	certificate signed by Debenture Trustee		
31	Whether unaudited financial results are	YES	
	accompanied by Limited Review Report		
	(LRR)*		
	*LRR is not required if the company has		
	intimated exchanges in advance that it shall		
	submit annual audited results within 60 days	The second s	
	from the end of Financial Year		L
		1 · · · · · · · · · · · · · · · · · · ·	

32	Details Regarding Registration of charges and reasons for delay (if any)	Index of charges attached
33	Whether all taxes, cesses, insurance premia,	Yes
	any other government charges with respect to	
	Secured Assets for the issue have been paid.	
	If No, please give details and reasons for the same	
34	Whether Debenture Redemption Reserve	YES
	(DRR) as per SEBI Guidelines and	
	Companies Act has been maintained. If No,	
	please give reasons for the same. Please	
	provide details / issue wise of DRR amount	
16	and date of transfer till date	
35	Confirmation & Supporting of creation /	
	maintaining DRR before April 30 th by way of	We have deposited Rs.28,56,97,800/-
	deposit / invest not less than 15% of the	on April 29 th 2016.
	amount of debentures maturing during the	
	year ending March 31, 2017 as detailed in the abaification aircular provided to MCA	
	the clarification circular provided by MCA	
0	Whether any material change has taken place in the nature and the conduct of the business	NO
	of the Issuer since the date of Issue which is	
	detrimental to the interest of debenture	
	holders. If yes, please give details	
7	Whether any orders, directions, notice of	NO
	court/ tribunal / authority affecting or likely	NO
	to affect the Secured Assets has been passed.	
	If yes, please give details	
8	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	
9	Whether any change in Authorized Signatory	NA
	to banks who had signed Post Dated Cheques	
	(PDCs) given as security as per transaction	
0	documents	
U	Security Cover as on June 30, 2016 (Please attach CA Certificate in the format as stated	1.46 Times. Auditors Certificate
	in Annexure)	Attached.
1	Whether Register of Debenture Holders has	Yes
•	been maintained with their addresses and	100
	whether the transfers and changes in	
	ownership have been recorded. If no, please	
	give reasons.	
2	In case of Partially / Fully Convertible	NA
	Debentures, whether the debentures have	
	been converted into equity in accordance	147
	with the terms of issue? If no, please give	$\ X(r)\ $
	· · · · · · · · · · · · · · · · · · ·	* /6J

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

N.CELS

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	
<u> </u>	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
• -	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
	(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	
	die instea thirty the set	
	representative of the transfer agent (RTA)	<u></u>

ANNEXURES

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 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 case of no grievances. Companies Auditors Certificate certifying the following (If already provided, please ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on June 30, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service Coverage Ratio 	1111	
 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. Companies Auditors Certificate certifying the following (If already provided, please ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on June 30, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio 	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)
 ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on June 30, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio 	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.
h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio	3	 Companies Auditors Certificate certifying the following (If already provided, please ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on June 30, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100%

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

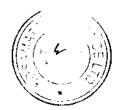
Contact Details :

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

For Kosamattam Finance Limited

Einance Ltd. Freenall-

Sreenath Providence Company Secretary & Compliance Officer



Date: 26.07.2016



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

Compliance Report for the guarter ended June 30, 2016

Name	e of Issuer Company : KOSAMATTAM	FINANCE LTD. NCD - 5
1	Description of the Debenture Series /Issue	NCD
	(Secured / Unsecured PCD/FCD/NCD)	
2	Type of Issue (Private / Public / Rights)	PUBLIC ISSUE
3	Issue Amount and Amounts Raised	Rs.230 Crores ; Rs.230 Cr raised
4	Listed/Unlisted (If Listed, the Exchange 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)
		INE403Q07300(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	04.12.2015
	confirmation and supporting from BSE/NSE)	
7	Original & Revised (if any) Coupon Rate	As per Prospectus dated 14.10.2015
8	Tenor of Issue	26.10.2015-19.11.2015
9	Date of Allotment of Debentures	01.12.2015
10	Confirmation of having complied with	NA
	Foreign Account Tax Compliance Act	
	(FATCA) as regards the investors, borrowers	
	and other intermediaries (If Applicable -	
	along with supporting documents.	
	registration number etc)	
11	Date of Issue of Debenture Certificate	01.12.2015 Credit to Demat Account,
	(Physical) or Credit to Demat A/c	Physical posted in February, 2016.
		,
12	Outstanding amount as on June 30, 2016	Rs.230,00,00,000/-
13	Previous Interest Payment Date and Amount	01/06/2016, Rs.96,68,797/-
	paid	
14	Next Interest Payment Date and Amount	01/07/2016, Rs.93,58,227/-
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	No
	payment of interest and/or principal amount?	
	If yes the due dates thereof & date of	
	payment	
8	Credit Rating at the time of issue / last credit	CARE BB+ for secured NCDs and
	rating prior to change	CARE BB for Unsecured NCDs vide
		letter dated 30.09.2015.
9	Present Credit Rating and date of change of	CARE BB+

credit rating. In case of revision, please attach letter from Credit Rating Agency indicating revision in rating. 20 i) No. of debenture holders on the date of Allotment j) No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos)) 21 Brief details of the security created till date for the Debentures including third party securities 22 Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created for the Debentures, if yes provide details of the secured Assets are insured? If yes, attach the latest renewed copies thereof 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. NA 25 Valuation Report (if applicable) has been obtained from Government approved valuer Attached 26 ROC Search Report has been obtained Attached 27 Confirmation with respect to submission of Half yearly communication (HVC) to BSE / NSE for the last applicable half year and reasons for non submission/ delay if any (Only for Listed) Submitted to exchanges within 45 days from the end of half year 28 Half yearly results statement should indicate material deviation, if any. This shou	
20 i) No. of debenture holders on the date of Allotment As on 17.03.2015 - 10749 1) No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nas. (Benpos)) 10190,CD attached 21 Brief details of the security created till date for the Debentures including third party securities Index of charges attached 22 Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created No 23 Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof No 24 Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company. NA 25 Valuation Report (if applicable) has been obtained from Government approved valuer Attached 26 ROC Search Report has been obtained from out 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) Junuadited/audited financial results on half yearly basis should be submitted to exchanges within 45 days from the end of half yearly results statement should indicate MA	
20 i) No. of debenture holders on the date of Allotment As on 17.03.2015 - 10749 30 Allotment As on 17.03.2015 - 10749 31 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)) 10190,CD attached 21 Brief details of the security created till date for the Debentures including third party securities Index of charges attached 22 Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created No 23 Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof No 24 Certificate of inspection of trust property (security provided - immovable) is confirmed annually by the Auditors of the Company. No 25 Valuation Report (if applicable) has been obtained from Government approved valuer Ntached 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) Submitted to exchanges within 45 days from the end of half yearly results statement should indicate to exchanges within 45 days from the end of half yearly results statement should indicate NA	
20 i) No. of debenture holders on the date of Allotment As on 17.03.2015 - 10749 j) 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)) 10190,CD attached 21 Brief details of the security created till date for the Debentures including third party securities Index of charges attached 22 Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created No 23 Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof No 24 Certificate of inspection of trust property (security provided - immovable) is confirmed annually by the Auditors of the Company. No 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) Na 28 Half yearly results statement should indicate to exchanges within 45 days from the end of half yearly the statement should indicate NA NA	
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28 Half yearly results statement should indicate NA material deviation, if any. This should cover	1
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material deviation, if any. This should cover	
deviation in use of proceeds of issue other	(
than the object stated in offer document	
29 Publication of financial results and Published	
statements within 2 calendar days of the	
conclusion of the Board Meeting, (atleast in	ļ
one English national daily newspaper)	
HYC submitted to stock exchange contains Yes	
certificate signed by Debenture Trustee	
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 /	
50	maintaining DRR before April 30 th by way of	We have deposited Rs.28,56,97,800/
	deposit / invest not less than 15% of the	on April 29^{th} 2016.
	amount of debentures maturing during the	on April 29 2010.
	year ending March 31, 2017 as detailed in	2
26	the clarification circular provided by MCA	NO
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	
	composition of the Board of directors or	compulsorily convertible an
	shareholders as defined in SEBI (Substantial	cumulative preference shares having
	Acquisition and Take Over) Regulations,	face value of Rs.1,000 to 82 applican
	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	1.46 Times, Auditors Certificate
10	attach CA Certificate in the format as stated	Attached.
	in Annexure)	
41	Whether Register of Debenture Holders has	Yes
41		
	been maintained with their addresses and	
	whether the transfers and changes in	
	ownership have been recorded. If no, please	
	give reasons.	NA HS OF
	In case of Partially / Fully Convertible	
42	Debentures, whether the debentures have	1 = 1 = 1 = 1 = 1 = 1 = 1 = 1 = 1 = 1 =

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	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
4)	transaction documents are complied with? If	
	no, please give reasons.	
<u></u>		
44	Whether the provisions of the following laws	
	applicable to debentures have been complied	
	with:	Vaa
	q) Companies Act (For all Issuers)	Yes
	r) SEBI Model Listing Agreement (For	Yes
	Listed Issues)	Yes
	s) SEBI (Listing Obligation and Disclosure	2
	Requirements) Regulations 2015 (For	. Tr
	Listed Issues)	Yes
	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
	guarter 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
10	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
42	functional website containing requisite	
	information (Reg 62)	
50		Yes
50		1 40
	exchange(s) about its intention to raise funds	
	through issue of new NCD and such	
	intimation was given prior to holding Board	
	meeting	
51	Compliance with Accounting Standard and	Yes
	Financial disclosures	
52	Compliance with Corporate Governance	
	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	line - line
		100
53	Whether Directors and KMPs have disclosed	YES // YES
53	Whether Directors and KMPs have disclosed to Board of Directors whether they are	

•

,	any transaction	
54	Whether the company has appointed qualified Company Secretary as the Compliance Officer	YES
55	Whether the Company has appointed Share transfer agent or manage the same in house	YES
56	Whether the Company has preserved the transactions records at least for 8 years	YES
57	Whether the Company is registered on the SEBI SCORES	YES
58	Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter	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
	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)	Yes
62	The company shall appoint transfer agent (RTA) or manage the transfer cases in-house	Yes
63	Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes

ANNEXURES

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1	Updated list of names and addresses of debenture holders. (In case of a large list, kindly			
	provide a CD in lieu of hard copies)			
2	Number and nature of grievances received from debenture holders and time frame within			
	which the same were resolved by the Issuer Company. NIL statement to be submitted in			
	case of no grievances.			
3	Companies Auditors Certificate certifying the following (If already provided, please			
	ignore):			
	a. End utilization certificate of the Debenture Subscription receipts from issuer's			
	statutory auditor			
	b. Security Cover **			
	c. Amount transferred to DRR as on March 31, 2016			
	d. Debt Equity Ratio			
	e. Asset cover Ratio (100%)			
	f. Debt Service coverage Ratio			
	g. Interest Service Coverage Ratio			
ŀ	h. Half yearly certificate from Practicing CS/CA regarding maintenance of T00%			

	asset cover ratio			
	 ** i. Total assets charged ii. Total debts secured by way of charges created over the assets with details thereof iii. Security Cover = A/B 	Rs. A Rs. 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	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 fo on June 30, 2016	r Listed NCDs) as		
8	Certificate from Director / Managing Director of the issuer company, c of book debts / receivables (Applicable for Listed NCDs) as on June 30 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 no securities, proceedings of meetings of debenture holders, advertisen 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,5th Floor, No 769, Anna Salai,
 h) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

For Kosamattam Finance Ltd.

leenati P

Sreenath P. Company Secretary & Compliance Officer Date: 26.07.2016





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 June 30, 2016

<u>Name</u>	of Issuer Company : KOSAMATTAM	FINANCE LTD. <u>NCD - 6</u>
	atak to the termination of	
1	Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/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	15.02.2016 Credit to Demat Account
	(Physical) or Credit to Demat A/c	Physical certificate sent in May, 2016
12	Outstanding amount as on June 30, 2016	Rs.199,88,15,000/-
13	Previous Interest Payment Date and Amount paid	01/06/2016, Rs.1,05,89,879/-
14	Next Interest Payment Date and Amount	01/07/2016, Rs.1,02,48,286/-
15	Previous Repayment Date and Amount paid	NA
16	Next Repayment Date and Amount	14/07/2017 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+
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+
20	 k) No. of debenture holders on the date of Allotment 	As on15/02/2016 7889

	Allotment	
	1) No. of debenture holders as on last day of	7927, CD attached
	this quarter,	
	(please provide details of NCD Holder viz.	
	Names, Holding, Mailing Address, Contact	
	Nos. (Benpos))	
21	Brief details of the security created till date	Index of charges attached.
21	for the Debentures including third party	maer of endiges atmoned.
	securities	
22		No
22	Whether any security is pending to be	110
	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
	obtained from Government approved valuer	
26	ROC Search Report has been obtained	Attached
27	Confirmation with respect to submission of	
21	Half yearly communication (HYC) to BSE /	Buomittuu
	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	published
	statements within 2 calendar days of the	
	conclusion of the Board Meeting. (atleast in	
	one English national daily newspaper)	
30	HYC submitted to stock exchange contains	Yes
	certificate signed by Debenture Trustee	
31	Whether unaudited financial results are	YES
<i></i>	accompanied by Limited Review Report	
	(LRR)*	
	*LRR is not required if the company has	La la construction de la constru
	intimated exchanges in advance that it shall	
	internation exchanges in advance that it shall	((:
	submit annual audited results within 60 days	//
	from the end of Financial Year	Index of charges attached
	Liberaile Vecording Vectoration of charges	Index of charges attached in
32	Details Regarding Registration of charges and reasons for delay (if any)	

• 1

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 /	
55	maintaining DRR before April 30 th by way of	We have deposited Rs.28,56,97,800/
	deposit / invest not less than 15% of the	on April 29^{th} 2016.
	•	011 April 23 2010.
	amount of debentures maturing during the	
	year ending March 31, 2017 as detailed in	
26	the clarification circular provided by MCA	
36	Whether any material change has taken place	NO
	in the nature and the conduct of the business	
	of the Issuer since the date of Issue which is	
	detrimental to the interest of debenture	
	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 5674
	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 8
	2011 which amounts to change in control of	applicants by way of Privat
	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	\$
40	Security Cover as on June 30, 2016 (Please	1.46 Times, Auditors Certificate
τv	attach CA Certificate in the format as stated	Attached.
	in Annexure)	
41	Whether Register of Debenture Holders has	Yes
41	been maintained with their addresses and	
	whether the transfers and changes in	
	ownership have been recorded. If no, please	
42	give reasons.	NA
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.	
43	Whether all the terms & conditions of the	YES (
	transaction documents are complied with? If	L
_		N

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	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	Yes
	Listed Issues)	Yes
	w) SEBI (Listing Obligation and Disclosure	105
	Requirements) Regulations 2015 (For	
	Listed Issues)	V
		Yes
45	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 June 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
10	intimation to exchanges of at least 11	109
	working days before the date on and from	
	which the interest on Debenture and	
	redemption amount of Debentures is payable	
49	Whether the company has maintained	Yes
	functional website containing requisite	
	information (Reg. 62)	
50	Whether the company has intimated	Yes
	exchange(s) about its intention to raise funds	
	through issue of new NCD and such	
	intimation was given prior to holding Board	
	meeting	
51	Compliance with Accounting Standard and	Yes
51	Financial disclosures	103
52		NA
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	YES
	to Board of Directors whether they are	
	directly or indirectly have material interest in	
	any transaction	
54		YES
54	Whether the company has appointed	ILS
	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
50	transactions records at least for 8 years	160
67		VES
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
	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	103
	exchange(s)	
62		Yes
02	The company shall appoint transfer agent	165
	(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)	

ANNEXURES

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

Contact Details :

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

For Kosamattam Finance Limited

or Kosamattam Finance Ltd.

Company Secretary Sreenath P. Company Secretary & Compliance Officer

Date: 26.07.2016



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

Compliance Report for the quarter ended June 30, 2016

<u>Name of Issuer Company</u> :

KOSAMATTAM FINANCE LTD.

NCD -7

1		n the second
1	Description of the Debenture Series /Issue	NCD
	(Secured / Unsecured PCD/FCD/NCD)	
2	Type of Issue (Private / Public / Rights)	PUBLIC ISSUE
3	Issue Amount and Amounts Raised	Rs.250Crores ; Rs.2,34,51,14,000 /-
4	Listed/Unlisted (If Listed, the Exchange where listed)	Listed (BSE)
5	ISIN (Listed and Unlisted)	ISIN
		INE403Q07417(Due on 14.07.2017)
		INE403Q07425(Due on 08.06.2018)
		INE403Q07433(Due on 08.06.2018)
		INE403Q07441(Due on 08.06.2019)
		INE403Q07458(Due on 08.06.2019)
		INE403Q07466(Due on 08.06.2020)
		INE403Q07474(Due on 08.12.2022)
		INE403Q07482(Due on 08.12.2022)
6	Date of Listing of NCDs (please provide	14/6/2016
	confirmation and supporting from BSE/NSE)	
7	Original & Revised (if any) Coupon Rate	As per Prospectus dated 25.04.2016
8	Tenor of Issue	02.05.2016 - 31.05.2016
9	Date of Allotment of Debentures	09.06.2016
10	Confirmation of having complied with	NA
	Foreign Account Tax Compliance Act	
	(FATCA) as regards the investors, borrowers	
	and other intermediaries (If Applicable -	
	along with supporting documents,	
	registration number etc)	
11	Date of Issue of Debenture Certificate	09.06.2016 Credit to Demat Account,
	(Physical) or Credit to Demat A/c	Physical certificate will be
		dispatched soon.
12	Outstanding amount as on June 30, 2016	Rs. 2,34,51,14,000/-
13	Previous Interest Payment Date and Amount	13/06/2016, Rs.69,15,032.24/-
15	paid	(Allotment Period Interest)
14	Next Interest Payment Date and Amount	01/07/2016, Rs. 78,17,073/-
15	Previous Repayment Date and Amount paid	NA
16	Next Repayment Date and Amount	14/07/2017. Rs.43,25,59,000/-
10	Whether there has been any delay / default in	No
1/	payment of interest and/or principal amount?	
	If yes the due dates thereof & date of	
	payment	
18	Credit Rating at the time of issue / last credit	CARE BB+
10	Creat Rating at the time of issue / last credit	

	rating prior to change	
19	Present Credit Rating and date of change of	
	credit rating. In case of revision, please	CARE BB+
	attach letter from Credit Rating Agency	
	indicating revision in rating.	
20	m) No. of debenture holders on the date of	As on 09.06.2016, 10,999
	Allotment	
	n) No. of debenture holders as on last day of	10,284, CD attached
	this quarter,	
	(please provide details of NCD Holder viz.	
	Names, Holding, Mailing Address, Contact	
	Nos. (Benpos))	
21	Brief details of the security created till date	Index of charges attached
	for the Debentures including third party	
	securities	
22	Whether any security is pending to be	No
	created for the Debentures, if yes provide	
	details of the same along with the date by	
	which such security is to be / was to be	
	created	
23	Whether the Secured Assets are insured? If	No
	yes, attach the latest renewed copies thereof	
24	Certificate of inspection of trust property	Yes
	(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	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)	
	the last of the state of the second sec	1
	unaudited/audited financial results on half	
	yearly basis should be submitted to	
	exchanges within 45 days from the end of	
	half year	NA
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 Publication of financial results and	published
29	Publication of financial results and statements within 2 calendar days of the	Puolisica
	conclusion of the Board Meeting. (atleast in	
20	one English national daily newspaper)	Yes
30	HYC submitted to stock exchange contains	100
1	certificate signed by Debenture Trustee	YES
31	Whether unaudited financial results are	
	accompanied by Limited Review Report (LRR)*	

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,	*LRR is not required if the company has	
	intimated exchanges in advance that it shall	
	submit annual audited results within 60 days	
	from the end of Financial Year	
32	Details Regarding Registration of charges and reasons for delay (if any)	Index of charges attached
33	Whether all taxes, cesses, insurance premia,	Yes
	any other government charges with respect to	
	Secured Assets for the issue have been paid.	
	If No, please give details and reasons for the	
	same	
34	Whether Debenture Redemption Reserve	YES
	(DRR) as per SEBI Guidelines and	
	Companies Act has been maintained. If No,	
	please give reasons for the same. Please	
	provide details / issue wise of DRR amount	
	and date of transfer till date	
35	Confirmation & Supporting of creation /	
	maintaining DRR before April 30 th 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	
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	<u> </u>
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	
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	
	Acquisition and Take Over) Regulations,	face value of Rs.1,000 to 82 applicants by way of Private
	2011 which amounts to change in control of	
	Issuer Company has occurred. If yes, please give details	placement.
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 June 30, 2016 (Please	1.46 Times. Auditors Certificate
	attach CA Certificate in the format as stated	
	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.	
	give reasons.	

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	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
4 5	transaction documents are complied with? If	
	no, please give reasons.	
	Whether the provisions of the following laws	
44	applicable to debentures have been complied	
	with :	
	y) Companies Act (For all Issuers)	Yes
	z) SEBI Model Listing Agreement (For	Yes
		Yes
	Listed Issues)	105
	aa) SEBI (Listing Obligation and Disclosure	
	Requirements) Regulations 2015 (For	Yes
	Listed Issues)	105
	bb) ICDR Regulations (For all issuers)	No
45	Whether any dividend has been declared	No
	during this quarter.	
46	Nature of investor grievances received for	Attached
	quarter ended June 2016 its status as on date	
	of the submission of QCR and reason for the	
	non resolution/ delay if any (Details to be	
	separately provided in annexure as enclosed)	
47	Any Buy Back of NCDs during the quarter	NO
	and details of the same	
48	Whether the company has given prior	Yes
	intimation to exchanges of at least 11	
	working days before the date on and from	
	which the interest on Debenture and	
	redemption amount of Debentures is payable	
49	Whether the company has maintained	Yes
.,	functional website containing requisite	
	information (Reg 62)	
50	Whether the company has intimated	Yes
50	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	res
	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	
53	Whether Directors and KMPs have disclosed	YES
	to Board of Directors whether they are	
	directly or indirectly have material interest in	
		······································

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

ANNEXURES

ANN	(EXURES
1	Updated list of names and addresses of debenture holders. (In case of a large list, which
2	Number and nature of grievances received from debenture holders and time frame which 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
ļ	
	a. End utilization certificate of the Debenture Subscription receipts from issuer's
1	statutory auditor
	b. Security Cover **
	c. Amount transferred to DRR as on June 30, 2016
	d. Debt Equity Ratio
	e. Asset cover Ratio (100%)
	f. Debt Service coverage Ratio
	g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100 m

•	asset cover ratio		
	**		
	 i. Total assets charged ii. Total debts secured by way of charges created over the assets with details thereof iii. Security Cover = A/B 	Rs. A Rs. B	
	Note: 1. If third party security is created, please include the same and gi 2.Requirement of disclosures of Debt Service Coverage Ratio, asset service coverage ratio shall not be applicable for Banks or NBFC regist unsecured debt issued by regulated financial sector entities	cover and interest	
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 fo on June 30, 2016	r Listed NCDs) as	
8	Certificate from Director / Managing Director of the issuer company, c of book debts / receivables (Applicable for Listed NCDs) as on June 36 details of the said book debts and/or receivable	ertifying the value 0, 2016 along with	
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 no securities, proceedings of meetings of debenture holders, advertisen media	on convertible debt nent issued in the	
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,5th Floor, No 769, Anna Salai,
- h) Chennai-600 002. Tel: +91 4428497812

For Kosamattam Finance Limited

For Kosamattam Finance Ltd.

Sreenath Pany Secretary Company Secretary & Compliance Officer Date:26.07.2016

