

Regd.Office: Kosamattam City Centre
Floor No. 4th & 5th, T.B Road
Kottayam, Kerala - 686 001

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



21.04.2025

To,

BSE Limited
Listing Department
P.J. Tower, Dalal Street,
Mumbai 400 001
Maharashtra, India

Dear Sir/ Madam,

Sub.: Compliance Report on Corporate Governance for the period ended March 31, 2025

Ref.: Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We hereby enclosing Compliance Report on Corporate Governance for the period ended March 31, 2025, in the format prescribed by SEBI, pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take it on record.

Thanking You.

For Kosamattam Finance Limited

Mathew K. Cherian
Managing Director
DIN: 01286073

Sreenath P.
Company Secretary
M.No. F10553

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Annexure I

1. Name of Listed Entity : **Kosamattam Finance Limited**
2. Quarter ending : **March 31, 2025**

I. Composition of Board of Directors												
Title (Mr ./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/ Independent / Nominee)	Initial Date of Appoint ment	Date of Re- appoint ment	Date of Cess ation	Tenur e *	Date of Birth	No. of directorship inlisted entities including this listed entity [in Reference to Regulation 17A(1)]	No of Independ ent Directors hip in listed entities including this listed entity [in reference e to proviso to Regulati on 17A(1)]	Number of membership in Audit/Stake holder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Mathew K. Cherian	ABUPC1286H & 01286073	Chairman cum Managing Director (Executive)	07.05.2004	09.03.2023	NA		01.11.19 55	1	0	2(Member in Stakeholders relationship committee and Audit Committee of Kosamattam Finance Limited)	0
Mrs.	Laila Mathew	AEDPM1526Q & 01286176	Executive	07.05.2004	09.03.2023	NA		02.11.19 57	1	0	1(Member in Stakeholders relationship Committee of Kosamattam Finance Limited)	0

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



**Kosamattam
Finance Ltd.**

Mr.	Davis George	AWMPG2025P & 10948354	Non-executive and independent	22.03.2025	NA	NA	10 days	19.03.19 89	1		1	0	0
Mr.	Sebastian Kurian	ASJPK4I81D & 09416863	Non-executive and independent	14.12.2021	17.05.2024	NA	3 years, 3 months and 18 days	20.07.19 56	1		1	2(Member in Stakeholders relationship committee and Audit Committee of Kosamattam Finance Limited)	1 (Chairman of Stake holders Relationship)
Mr.	Josy Thomas	ABPPT2408R & 02597096	Non-executive and independent	19.08.2024	NA	NA	7 Months and 29 days	29.05.19 65	1		1	1(Member in Audit Committee of Kosamattam Finance Limited)	1 (Chairman of Audit Committee)
Mr.	Paul Jose Maliakal	ANKPM7050R & 07218120	Non-executive and independent	25.06.2018	24.03.2020	23.03.2025	6 years, 8 months and 29 days	21.03.19 51	1		1	1(Member in Audit Committee of Kosamattam Finance Limited)	1(Chairman of Audit Committee of Kosamattam Finance Limited)
		Whether Regular chairperson appointed: Yes											
		Whether Chairperson is related to managing director or CEO : Chairperson and Managing Director is the same person											
		<p>\$PAN of any director would not be displayed on the website of Stock Exchange</p> <p>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> <p>**Total Number of directors as on date of the meeting” would be read as “Total Number of directors as on date of the meeting (all directors including Independent director)and Number of Directors (All directors including Independent director)” would be read as “Number of Directors Present (All directors including Independent director)</p>											

II. Composition of Committees

<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mathew K. Cherian, Sebastian Kurian, Josy Thomas and Paul Jose Maliakal	<ol style="list-style-type: none"> 1. Mathew K. Cherian- Chairman and Executive, 2. Paul Jose Maliakal- Non-executive and Independent 3. Sebastian Kurian- Non-executive and Independent 4. Josy Thomas- Non-executive and Independent 	27.02.2012 25.06.2018 21.05.2024 25.03.2025	NA 23.03.2025 NA NA
2. Nomination & Remuneration Committee	Yes	Sebastian Kurian, Laila Mathew and Paul Jose Maliakal and Davis George	<ol style="list-style-type: none"> 1. Sebastian Kurian - Non-Executive and Non-Independent 2. Paul Jose Maliakal- Non-executive and Independent 3. Laila Mathew - Executive Director 4. Davis George- Non-executive and Independent 	30.06.2023 25.06.2018 21.05.2024 25.03.2025	NA 23.03.2025 NA NA
3. Risk Management Committee	Yes	Mathew K. Cherian, Laila Mathew, Sebastian Kurian, and Arun Kumar	<ol style="list-style-type: none"> 1. Mathew K. Cherian- Chairman and Executive, 2. Laila Mathew- Executive, 3. Arun Kumar (Not a member of the Board) 5. Sebastian Kurian - Non-executive and Independent 	09.07.2011 15.02.2014 30.05.2018 21.05.2024	NA NA NA NA

Regd.Office: Kosamattam City Centre
Floor No. 4th & 5th, T.B Road
Kottayam, Kerala - 686 001

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



4. Stakeholders Relationship Committee'	Yes	Mathew K. Cherian, Laila Mathew, and Sebastian Kurian	1. Mathew K. Cherian- Chairman and Executive, 2. Laila Mathew- Executive, 3. Sebastian Kurian- Non-executive and Independent	16.04.2014 16.04.2014 21.05.2024	NA NA NA
---	-----	---	--	--	----------------

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
22.10.2024	06/01/2025	Yes	5	3	9
30.10.2024	11/01/2025	Yes	4	2	4
31.10.2024	29/01/2025	Yes	5	3	17
27.11.2024	06/02/2025	Yes	5	3	7
04.12.2024	11/02/2025	Yes	5	3	4
12.12.2024	18/02/2025	Yes	5	3	6
16.12.2024	19/02/2025	Yes	5	3	0
19.12.2024	22/02/2025	Yes	5	3	2
27.12.2024	05/03/2025	Yes	5	3	10
	20/03/2025	Yes	5	3	14
	25/03/2025	Yes	4	2	4
	28/03/2025	Yes	3	3	2
	31/03/2025	Yes	4	2	2

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Audit Committee

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors' present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
29/01/2025	Yes	3	2	30/10/2024	74
08/02/2025	Yes	3	2	15/11/2024	9

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
	Refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

VI. Affirmations

We hereby affirm that:

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Regulation 17(1) (a). The Board of Directors of the Company have an optimum combination of Executive and Non-Executive Directors. The composition of the Board of Directors are as follows:

- One Women Director (Executive Director)
- Managing Director (Executive Director)
- Three fourth of the Board of Directors comprises of Non-Executive Directors (Three Independent Directors)

2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee (as applicable)

Regd.Office: Kosamattam City Centre
Floor No. 4th & 5th, T.B Road
Kottayam, Kerala - 686 001

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



3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5.This report and/or the report submitted in the previous quarter have been placed before Board of Directors.

Any comments/observations/advice of the board of directors may be mentioned here.

For Kosamattam Finance Limited

For Kosamattam Finance Limited

Mathew K. Cherian
Managing Director
DIN:01286073

Sreenath P.
Company Secretary
M.No. F10553

Place: Kottayam

Date: 21.04.2025

Annexure II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a)Details of business	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
b)Terms and conditions of appointment of independent director	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
c) Composition of various committees of board of directors	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
d) Code of conduct of board of directors and senior management personnel	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to

		Regulation 62.
f) Criteria of making payments to non-executive directors	NA	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
g) Policy on dealing with related party transactions	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
h)Policy for determining 'material' subsidiaries	NA	No material subsidiary for the company
i) Details of familiarization programmes imparted to independent directors	NA	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
j) Email address for grievance redressal and other relevant details	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
l) Financial results	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
m) Shareholding pattern	NA	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website

		www.kosamattam.com pursuant to Regulation 62.
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	NA	Regulation 47 is not applicable to Debt listed entity.However company has published its quarterly financials in newspaper.
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
t) Secretarial Compliance Report	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
u) Materiality Policy as per Regulation 30(4)	NA	

v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	NA	
w) Disclosures under regulation 30(8)	NA	
x) Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
y) Dividend distribution policy as specified in regulation 43A(1)	NA	
z) Annual return as provided under section 92 of the Companies Act, 2013	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
✓Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	NA	
✓ Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	NA	

II Annual Affirmation

Particulars	Regulation Number	Compliance Status(Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1), 17(1A) & 17(1B)	YES
Meeting of board of directors	17(2)	YES
Quorum of board meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for Appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Director	17(10)	YES
Recommendation of board	17(11)	YES
Maximum number of directorship	17A	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES

Quorum of Nomination and Remuneration Committee meeting	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Role of Nomination and Remuneration Committee	19(4)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	YES
Meeting of Stakeholder Relationship Committee	20 (3A)	YES
Role of Stakeholders Relationship Committee	20(4)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	YES
Meeting of Risk Management Committee	21(3A)	YES
Quorum of Risk Management Committee meeting	21(3B)	YES
Gap between the meetings of the Risk Management Committee	21(3C)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party Transactions	23(4)	YES
Disclosure of related party transactions on consolidated basis	23(9)	YES
Composition of Board of	24(1)	NA

Directors of unlisted material Subsidiary		
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Alternate Director to Independent Director	25(1)	YES
Maximum Tenure	25(2)	YES
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
Directors and Officers insurance	25(10)	YES
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES
Approval of the Board and shareholders for compensation or profit sharing in connection with	26(6)	NA

Regd.Office: Kosamattam City Centre
Floor No. 4th & 5th, T.B Road
Kottayam, Kerala - 686 001

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



dealings in the securities of the listed entity.		
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	YES

Note

- 1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
- 2 If status is “No” details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

For Kosamattam Finance Limited

Mathew K. Cherian
Managing Director
DIN: 01286073

Sreenath P.
Company Secretary
M.No. F10553

Annexure III

(Half Year ended 31st March, 2025)

Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	NA Regulation 46 under Chapter IV SEBI (LODR) 2015 is not applicable to the Company.
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes
7	"Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA Regulation 34 under Chapter IV SEBI (LODR) 2015 is not applicable to the Company.

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in

Regd.Office: Kosamattam City Centre
Floor No. 4th & 5th, T.B Road
Kottayam, Kerala - 686 001

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



case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.

2.If status is “No” details of non-compliance may be given here.

3.If the Listed Entity would like to provide any other information the same may be indicated here.

For Kosamattam Finance Limited

Mathew K. Cherian

Managing Director

DIN: 01286073

Sreenath P.

Company Secretary

M.No. F10553

Annexure IV

Half year ending 31st March, 2025

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

Applicable as the Company has given loans to its promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity & has not given any guarantee for any loans availed by Promoters/Directors/KMP/Related Parties

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during 6 months	Balance outstanding at the end of 6 months
Promoter or any other entity controlled by them	--	--
Promoter Group or any other entity controlled by them	--	--
Directors (including relatives) or any other entity controlled by them	--	Rs.4,60,00,000
KMPs or any other entity controlled by them	--	--

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	--	--	--
Promoter Group or any other entity controlled by them	--	--	--
Directors (including relatives) or any other entity controlled by them	--	--	--
KMPs or any other entity controlled by them	--	--	--

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
--------	--------------------------------------	--	--

Promoter or any other entity controlled by them	--	--	--
Promoter Group or any other entity controlled by them	--	--	--
Directors (including relatives) or any other entity controlled by them	--	--	--
KMPs or any other entity controlled by them	--	--	--

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Kosamattam Finance Limited

Annamma Varghese C
CFO

Place: Kottayam

Date: 21.04.2025

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- by a government company to/ for the Government or government company
- by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- by a banking company or an insurance company ; and
- by the listed entity to its employees or directors as a part of the service conditions.

- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..

Regd.Office: Kosamattam City Centre
Floor No. 4th & 5th, T.B Road
Kottayam, Kerala - 686 001

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



Details of Cyber Security Incidence		
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event	Brief details of the event	
NA	NA	

Kindly take the above on record and acknowledge the receipt.

For Kosamattam Finance Limited

Mathew K. Cherian
Managing Director
DIN: 01286073

Sreenath P.
Company Secretary
M.No. F10553

Place: Kottayam

Date: 21.04.2025