

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



19.10.2024

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 quarter and half year ended September 30, 2024

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

We hereby enclosing revised Compliance Report on Corporate Governance for the quarter and half year ended September 30, 2024, 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

A handwritten signature in blue ink, appearing to read "Mathew K. Cherian", is written over a circular blue stamp.

Mathew K. Cherian
Managing Director
DIN : 01286073



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Annexure I

1. Name of Listed Entity : Kosamattam Finance Limited

2. Quarter ending : September 30, 2024

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 Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder 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		01.11.1955	1	0	1(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		02.11.1957	1	0	1(Member in Stakeholders relationship Committee of Kosamattam Finance	0

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



											Limited)	
Mr.	Paul Jose Maliakal	ANKPM7050R&07218120	Non-executive and independent	25.06.2018	24.03.2020	NA	6 years, 3 months and 5 days	21.03.1951	1	1	1 (Member in Audit Committee of Kosamattam Finance Limited)	1 (Chairman of Audit Committee of Kosamattam Finance Limited)
Mr.	Sebastian Kurian	ASJPK4181D & 09416863	Non-executive and independent	14.12.2021	17.05.2024	NA	2 years 9 months and 16 days	20.07.1956	1	1	1 (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	42 days	29.05.1965	1	1	0	0
		Whether Regular chairperson appointed: Yes										
		Whether Chairperson is related to managing director or CEO : Chairperson and Managing Director is the same person										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is servingon Board of directors of the listed entity in continuity without any cooling off period.</i></p> <p><i>**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)</i></p>										

II. Composition of Committees

Name of Committee	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, C. Sebastian Kurian and Paul Jose Maliakal	1. Mathew K. Cherian- Chairman and Executive, 2. Paul Jose Maliakal- Non executive and Independent 3. Sebastian Kurian- Non executive and Independent	27.02.2012 25.06.2018 21.05.2024	NA NA NA
2. Nomination & Remuneration Committee	Yes	Sebastian Kurian, Laila Mathew and Paul Jose Maliakal	1. Sebastain Kurian - Non- Executive and Non- Independent 2. Paul Jose Maliakal- Non executive and Independent 3. Laila Mathew - Executive Director	30.06.2023 25.06.2018 21.05.2024	NA NA NA
3. Risk Management Committee(if applicable)	Yes	Mathew K. Cherian, Laila Mathew, Sebastian Kurian, and Arun Kumar	1. Mathew K. Cherian- Chairman and Executive, 2. Laila Mathew- Executive, 3. Arun Kumar (Not a member of the Board) 4. Sebastian Kurian - Non executive and Independent	09.07.2011 15.02.2014 30.05.2018 21.05.2024	NA NA NA NA
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)
04.04.2024	15.07.2024	Yes	4	2	16
26.04.2024	24.07.2024	Yes	4	2	8
13.05.2024	30.07.2024	Yes	4	2	5
21.05.2024	07.08.2024	Yes	4	2	7
29.05.2024	12.08.2024	Yes	4	2	4
15.06.2024	20.08.2024	Yes	4	2	7
25.06.2024	23.08.2024	Yes	4	2	2
28.06.2024	28.08.2024	Yes	4	2	4
	12.09.2024	Yes	4	2	14
	25.09.2024	Yes	4	2	12
	27.09.2024	Yes	4	2	1

* 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>
12.07.2024	Yes	3	2	24.04.2024	36
10.08.2024	Yes	3	2	28.05.2024	28
30.08.2024	Yes	3	2	05.06.2024	19
12.09.2024					12

* 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): Mr. C. Thomas John resigned from the Board with effect from 21.05.2024 and the Company in its Annual General Meeting held on 19.08.2024, appointed Mr. Josy Thomas as the Independent Director (Non-Executive).

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

a. Audit Committee

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



- b. Nomination & Remuneration Committee
- c. Stakeholders Relationship Committee
- d. Risk Management Committee (as applicable)

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

A handwritten signature in blue ink, appearing to read 'Mathew K. Cherian'.

Mathew K. Cherian
Managing Director
DIN : 01286073



For Kosamattam Finance Limited

A handwritten signature in blue ink, appearing to read 'Sreenath P.'.

Sreenath P.
Company Secretary
M.No. F 10553

Place: Kottayam

Date: 19.10.2024

Annexure III

(Half Year ended 30th September, 2024)

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	"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 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.

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

For Kosamattam Finance Limited

A handwritten signature in blue ink, appearing to read 'Mathew K. Cherian', is written over a faint circular stamp.

Mathew K. Cherian
Managing Director
DIN : 01286073

For Kosamattam Finance Limited

A handwritten signature in blue ink, appearing to read 'Sreenath P.', is written over a faint circular stamp.

Sreenath P.
Company Secretary
M.No. F 10553



Place: Kottayam

Date: 19-10-2024

Annexure IV

Half year ending 30th September, 2024

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.7,00,00,000
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

For Kosamattam Finance Limited



Mathew K. Cherian
Managing Director
DIN : 01286073



Sreenath P.
Company Secretary
M.No. F 10553



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

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



d) by the listed entity to its employees or directors as a part of the service conditions.

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

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

For Kosamattam Finance Limited

A handwritten signature in blue ink, appearing to read 'Mathew K. Cherian', is written over a circular blue stamp.

Mathew K. Cherian
Managing Director
DIN : 01286073

A handwritten signature in blue ink, appearing to read 'Sreenath P.', is written over a circular blue stamp.

Sreenath P.
Company Secretary
M.No. F 10553



Place: Kottayam

Date: 19-10-2024