

To
**The Debenture Holders,
Kosamattam Finance Limited (“Issuer”)**

Subject: No Objection Certificate in relation to further borrowing

This is with reference to the listed, secured, non-convertible debentures (“NCDs”) issued by Kosamattam Finance Ltd (“Issuer”) from time to time under various Debenture Trust Deeds (collectively referred to as “Existing DTD”) wherein you all are the Debenture holder/s (“Existing Debenture Holder/s”) as per the latest BENPOS for the respective NCD issuances.

In relation to the above, we have been informed that the Issuer has proposed public issue of Secured, Redeemable, Non-Convertible Debentures ("NCDs") of face value of Rs.1,000 each, aggregating upto Rs.17,500 lacs, hereinafter referred to as the 'base issue' with an option to retain over-subscription upto Rs.17,500 lacs aggregating upto Rs.35,000 lacs (overall issue size) over the same ‘Security’ which has been provided to the Existing Debenture Holders under the Existing DTD.

In this connection, please be informed that as per the covenants under the Existing DTD executed for the various NCD issuances, the Issuer shall not create any further encumbrances on the Security, except with the prior consent / NOC of the Debenture Trustee. In the event of receipt of such request by the Issuer and upon receipt of a Chartered Accountant certificate suggesting that even after creation of such further charge on the Security the Security Cover required under the Existing DTD shall continue to be maintained, as per the requirements of the applicable SEBI regulations, Debenture Trustee is required to provide 5 working days to the Existing Debenture Holders and seek their approval for creation of further charge.

Accordingly, please note that the Issuer has obtained and submitted to us a Chartered Accountant Certificate (*as attached*), which indicates that there would be no dilution of Security below the Security Cover stipulated under the Existing DTD and that the Issuer has maintained and will continue to maintain the stipulated security cover under Existing DTD to secure the existing outstanding NCDs.

In light of the above, considering the stipulated Security Cover as stated under the Existing DTD is maintained, there is no specific requirement for Vistra to obtain ‘consent’ from the Existing Debenture Holders under the Existing DTD, prior to providing the NOC to the Issuer for proposed Public Issue of Secured, Redeemable, Non-Convertible Debentures ("NCDs") of face value of Rs.1,000 each, aggregating upto Rs.17,500 lacs, hereinafter referred to as the 'base issue' with an option to retain over-subscription upto Rs.17,500 lacs aggregating upto Rs.35,000 lacs (overall issue size). However, irrespective of the same as a prudent trustee and as per the requirement under the applicable law, we would hereby inform you of receipt of the said request from the Issuer for proposed public issue. Kindly note that this is for your information and records and we await your objection/observation, if any, within 5 working days.

In case of any additional information required, please feel free to enquire us. We will assist you with the same and facilitate the response your queries from the Issuer.

Thanks & Regards

Vistra ITCL (India) Limited | Trust Operations

22.06.2022

**Vistra ITCL (India) Limited
The IL&FS Financial Center
Plot No. C-22, G Block, 7th Floor
Bandra Kurla Complex
Bandra (East), Mumbai 400051**

Dear Sir,

SUB: NO OBJECTION IN RELATION TO THE PROPOSED PUBLIC ISSUE BY KOSAMATTAM FINANCE LIMITED, (“COMPANY” OR “ISSUER”) OF SECURED, REDEEMABLE, NON - CONVERTIBLE DEBENTURES (“NCDs”) OF FACE VALUE OF ₹1,000 EACH, AGGREGATING UPTO ₹17,500 LACS, HEREINAFTER REFERRED TO AS THE “BASE ISSUE” WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UPTO ₹17,500 LACS AGGREGATING UPTO ₹35,000 LACS (“OVERALL ISSUE SIZE”)

We hereby inform you that the Board of Directors of the Company pursuant to resolution dated May 21, 2022, decided to issue Secured NCDs as mentioned in the above subject.

The security for secured debentures offered through for the proposed issue is first ranking *pari passu* charge with the existing Secured Creditors on all movable assets (excluding charge on the written down value of furniture and fixtures to the extent of ₹10,80,91,696/- on which the Income Tax Department would be having the first charge) , including book debts and receivables, cash and bank balances, loans and advances, both present and future of our Company equal to the value of one time of the NCDs outstanding plus interest accrued thereon.

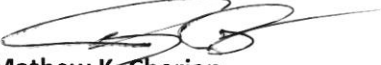
Therefore, you are requested to issue a fresh NoC by considering the below;

1. Security certificate issued Chartered Accountant
2. Management undertaking on existence of adequate security.

We look forward to receiving your consent at the earliest.

Yours sincerely,

For Kosamattam Finance Limited


Mathew K. Cherian
Managing Director





ANIL SURESH & ASSOCIATES

Chartered Accountants

'SAMEEKSHA'

Cathedral Road, Chalukunnu,
Kottayam, Kerala - 686 001

Partners:

CA P. ANIL, Bsc. FCA, DISA

CA SURESH KUMAR S., Bcom, FCA

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Web : www.caanilsureshandassociates.com

☎ 0481-2565551

📱 94476 76789

📱 94957 18949

CERTIFICATE ON SECURITY COVER

To,
VISTRA ITCL (INDIA) LIMITED
The IL&FS Financial Center
Plot No. C - 22, G Block,
BandraKurla Complex, Bandra (East),
Mumbai - 400051

20-06-2022

Dear Sir,

Sub: Proposed public issue by Kosamattam Finance Limited, ("company" or "issuer") of secured, redeemable, non - convertible debentures ("NCDs") of face value of `1,000 each, aggregating upto ₹17,500 lakhs, hereinafter referred to as the "base issue" with an option to retain over-subscription upto ₹17,500 lakhs aggregating upto `35,000 lakhs ("overall issue size").

We, Anil Suresh & Associates, Chartered Accountants, as Independent Chartered Accountant of Kosamattam Finance Limited, a Company having its Registered office at Kosamattam City Centre, Floor No. 4th and 5th, T.B. Road, Kottayam, Kerala- 686001("the Company") certify as under.

Based on the documents produced before us and information made available by the Company, the security coverage for proposed Issue would be as follows:

Instrument	Amount outstanding as on March 31, 2022	Trustee	Security Stipulated	Security Cover for the proposed NCD issue as on March 31, 2022
Public Issue of Secured Redeemable Non-Convertible Debentures	Rs.2,23,564.73 Lakhs (Outstanding) 35,000.00 (Proposed)	Vistra ITCL (India) Limited IL&FS Financial Centre Plot C-22 G Block, BandraKurla Complex, Bandra East, Mumbai 400	The principal amount of the NCDs to be issued in terms of this Draft Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking paripassu charge with the existing secured creditors on all movable assets, including book debts and receivables,	2.33 (Security Cover for the proposed issue of Rs. 35,000 lakhs Note: 1)

		051.	cash and bank balances, loans and advances, (excluding first charge on Rs. 1,080.92 lakhs on which the Income tax department has the first charge), both present and future of our Company equal to the value 1 time of the NCDs outstanding plus interest accrued thereon.	
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Further, based on the documents produced before us and information made available by the Company, we certify that the immovable assets which are to be mortgaged to M/s. **Vistra ITCL (India) Limited** are free from all encumbrances. For ascertaining the Security cover as on March 31, 2022, the book value of current assets, including book debts, loans and advances, cash and bank balance and receivables have been taken from the audited Financial Statements as at March 31, 2022.

Note 1: Computation of Security cover as on March 31, 2022

Particulars	Rs. In Lakhs		Ref	Issue Size / Limit	Security Cover
Loans and Receivables on Loans	4,04,341.25				
Less: Impairment Loss Allowance	-3,616.24	4,00,725.00	A		
Add: Other Assets					
Cash & Cash Equivalents	7,301.97				
Bank Balance	26,838.69				
Movable Fixed Assets *	1,863.94				
Immovable Property	102.36				
Other Receivables	83.58	36,190.55	B		
Less:					
Bank overdraft/cash credit	1,31,944.31			1,31,944.31	1
Debt Securities - Public Issue	2,23,564.73	3,55,509.04	C	2,23,564.73	1
Excess Security Available		81,406.51	D=A+B-C		
Proposed Public Issue		35,000.00	E	35,000.00	1
Coverage		2.33	F=D/E		

* Movable Fixed Assets represent the figures, net of an amount of Rs. 1,080.92 Lakhs, an amount on which the Income Tax Department has first charge u/s 281 of the Income Tax Act, 1961.

I hereby certify that Company has adequate security cover to meet its obligation towards the NCD holders of the proposed public issue of NCDs.

This certificate is being issued at the specific request of Vistra ITCL (India) Limited, a trustee of the securities made through the Company.

Unique Document Identification Number (UDIN) for this document is 22215958ALKBGD5707



For ANIL SURESH & ASSOCIATES
Chartered Accountants
(FRN: 018129 S)

[Signature]
SURESH KUMAR S, B.Com, FCA
PARTNER, M.No: 215958

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



22.06.2022

**Vistra ITCL (India) Limited
The IL&FS Financial Center
Plot No. C-22, G Block, 7th Floor
Bandra Kurla Complex
Bandra (East), Mumbai 400051**

Dear Sir,

SUB: NO OBJECTION IN RELATION TO THE PROPOSED PUBLIC ISSUE BY KOSAMATTAM FINANCE LIMITED, ("COMPANY" OR "ISSUER") OF SECURED, REDEEMABLE, NON - CONVERTIBLE DEBENTURES ("NCDs") OF FACE VALUE OF ₹1,000 EACH, AGGREGATING UPTO ₹17,500 LACS, HEREINAFTER REFERRED TO AS THE "BASE ISSUE" WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UPTO ₹17,500 LACS AGGREGATING UPTO ₹35,000 LACS ("OVERALL ISSUE SIZE")

We hereby certify that Company has adequate security cover to meet the obligation towards the NCD holders of the proposed public issue.

We look forward to receiving your consent at the earliest.

Yours sincerely,

For Kosamattam Finance Limited


Mathew K. Cherian
Managing Director
DIN: 01286073



June 30, 2022

To,
KOSAMATTAM FINANCE LIMITED
Kosamattam Mathew K Cherian Building,
M. L. Road, Market Junction,
Kottayam- 686001,
Kerala, India

Dear Sir / Madam,

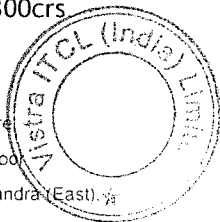
Sub.: No Objection in relation to the proposed Public Issue by Kosamattam Finance Limited, ("company" or "issuer") of Secured, Redeemable, Non-Convertible Debentures ("NCDs") of face value of Rs.1,000 each, aggregating upto Rs.17,500 lacs, hereinafter referred to as the 'base issue" with an option to retain over-subscription upto Rs.17,500 lacs aggregating upto Rs.35,000 lacs (overall issue size).

Ref.:

1. Public issue - IV of secured/unsecured redeemable non-convertible debenture aggregating up to Rs. 200crs
2. Public issue - V of secured/unsecured redeemable non-convertible debenture aggregating up to Rs. 230crs
3. Public issue - VI of secured redeemable non-convertible debenture aggregating up to Rs. 200crs
4. Public issue - VII of secured redeemable non-convertible debenture aggregating up to Rs. 250crs
5. Public issue - VIII of secured/unsecured redeemable non-convertible debenture aggregating up to Rs. 200crs
6. Public issue - IX of secured redeemable non-convertible debenture aggregating up to Rs. 300crs
7. Public issue - X of secured/unsecured redeemable non-convertible debenture aggregating up to Rs. 250crs
8. Public issue - XI of secured redeemable non-convertible debenture aggregating up to Rs. 220crs
9. Public issue - XII of secured/unsecured redeemable non-convertible debenture aggregating up to Rs.230crs
10. Public issue - XIII of secured redeemable non-convertible debenture aggregating up to Rs.300crs

Registered office:

The IL&FS Financial Centre
Plot C- 22, G Block, 7th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051



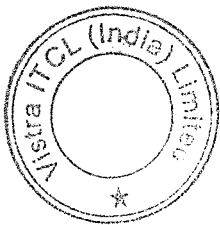
Tel +91 22 2659 3535
Fax +912226533297
Email: mumbai@vistra.com
www.vistraitcl.com

Vistra ITCL (India) Limited

Corporate Identity Number (CIN): U86020MH1995PLC095507

11. Public issue - XIV of secured/unsecured redeemable non-convertible debenture aggregating up to Rs.250crs
12. Public issue - XV of secured/unsecured redeemable non-convertible debenture aggregating up to Rs.300 crs
13. Public issue - XVI of secured/unsecured redeemable non-convertible debenture aggregating up to Rs.300crs
14. Public issue - XVII of secured/unsecured redeemable non-convertible debenture aggregating up to Rs.300crs
15. Public issue - XVIII of secured redeemable non-convertible debenture aggregating up to Rs.350crs
16. Public issue - XIX of secured/unsecured redeemable non-convertible debenture aggregating up to Rs.300crs
17. Public issue - XX of secured redeemable non-convertible debenture aggregating up to Rs.300crs
18. Public issue - XXI of secured/unsecured redeemable non-convertible debenture aggregating up to Rs.350crs
19. Public issue - XXII of secured/unsecured redeemable non-convertible debenture aggregating up to Rs.350crs
20. Public issue - XXIII of secured/unsecured redeemable non-convertible debenture aggregating up to Rs.300crs

This is with reference to letter dated June 22, 2022 from Kosamattam Finance Limited "company" requesting to issue NOC for proposed Public Issue by Kosamattam Finance Limited, ("company" or "issuer") of Secured, Redeemable, Non-Convertible Debentures ("NCDs") of face value of Rs.1,000 each, aggregating upto Rs.17,500 lacs, hereinafter referred to as the 'base issue" with an option to retain over-subscription upto Rs.17,500 lacs aggregating upto Rs.35,000 lacs (overall issue size).



We, the Debenture Trustees to the above referred Non-Convertible Debentures and on the basis of Chartered Accountants **Anil Suresh & Associates** certificate dated June 20, 2022, state that we have no objection in your proposed Public Issue by Kosamattam Finance Limited, ("company" or "issuer") of Secured, Redeemable, Non-Convertible Debentures ("NCDs") of face value of Rs.1,000 each, aggregating upto Rs.17,500 lacs, hereinafter referred to as the 'base issue" with an option to retain over-subscription upto Rs.17,500 lacs aggregating upto Rs.35,000 lacs (overall issue size).

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Vistra ITCL (India) Limited

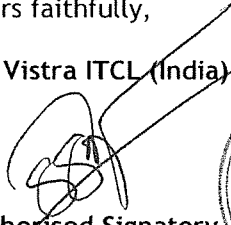
Corporate Identity Number (CIN) U66020MH1995PLC095507

This NOC is subject to following conditions:

1. Company providing pari passu and prior charge ceding letter issued in our favour by the Lenders.
2. Company maintaining security coverage ratio of not less than 1 times during the currency of the Debentures.

Yours faithfully,

For **Vistra ITCL (India) Limited**


Authorised Signatory
Mr. Sandesh Vaidya
Senior Manager



Without Prejudice:

This No Objection Certificate (NOC) is issued by Vistra ITCL (India) Ltd (“Vistra”) in its capacity as a Debenture Trustee to Kosamattam Finance Limited and this shall be valid for thirty (30) calendar days from the date of its issue. In the event the purpose of issuing this NOC is not fulfilled/achieved then this NOC shall automatically stand cancelled/invalid and would not have any legal force and effect. Please note that this NOC is issued based on the information/records available with Vistra and this shall not be construed as making any recommendation in any manner.

Registered office:

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Plot C- 22, G Block, 7th Floor
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Vistra ITCL (India) Limited

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