

Date : 29<sup>th</sup> July 2025

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

**Subject: No Objection Certificate in relation to proposed Private Placement.**

We write to you to in 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 private placement of secured Non-Convertible Debentures (NCDs) amounting to Rs. 150 crores.

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 credit facilities from various banks. 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 credit facilities. 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**



**ANIL SURESH & ASSOCIATES**  
**Chartered Accountants**



[caanilsureshandassociates@gmail.com](mailto:caanilsureshandassociates@gmail.com)

**Partners:**

**CA P.ANIL, B.Sc. FCA, DISA**

**CA SURESH KUMAR.S, B.com, FCA**

**'SAMEEKSHA'**

**Cathedral Road, Chalukunnu**

**Kottayam-1**

**☎ 0481-2565551**

**📞 9447676789/ 9495718949**

To,

<b>KOSAMATTAM FINANCE LIMITED</b> Kosamattam City Centre, Floor No.4 <sup>th</sup> & 5 <sup>th</sup> , T.B Road Kottayam- 686001, Kerala, India	<b>Vistra ITCL (India) Limited</b> The Capital Building, Unit No.505- A2, Bandra Kurla Complex Bandra East, Mumbai, Maharashtra, India, 400051
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Dear Sir/Ma'am,

**Sub: Surplus maintain for future borrowing after considering the proposed credit facilities as mentioned hereunder**

I, CA Suresh Kumar S, partner of M/s Anil Suresh & Associates, Chartered Accountants Firm, on the basis of information available to us in respect of Kosamattam Finance Limited, certify as under.

The company has proposed the following credit facilities:

				(Rs. in
Cr.)				
Sl. No.	Charge Holder Name	Type of Facility	Sanctioned/Proposed facility amount	Total limits
1.	Debenture Trustee	Proposed Private Placement of Secured NCDs	150.00	150.00

With reference to the proposed credit facilities as mentioned above, we hereby certify and confirm that the assets of the Kosamattam Finance Limited are surplus and will cover all outstanding liabilities of the Company as on June 30, 2025.




**Surplus asset calculation as on June 30, 2025.**

<b>Particulars</b>	<b>Amount in Cr.</b>
Total assets available for secured Debt Securities' – (secured by either pari passu or exclusive charge on assets)	6,580.08
Bank Loans	2,645.53
Balance asset	3,934.56
Assets Eligible for debenture holders	3,934.56
Total Assets available for debenture Holders & future borrowings	3,934.56
Secured non-convertible debenture	2,616.15
<b>Net surplus assets available for future borrowing</b>	<b>1,318.41</b>

We further confirm that the company has not availed credit facilities other than those mentioned herein above since July 01, 2025.

This certificate is being issued at the specific request of Vistra ITCL (India) Limited, a Trustee of the NCDs issued by the Company.



For ANIL SURESH & ASSOCIATES  
Chartered Accountants  
(FRN: 018129 S)  
 S. Kumar  
SURESH KUMAR.S., B.Com, FCA  
PARTNER, M.No: 215958

Place : Kottayam

Date :28/07/2025

UDIN : 25215958BMFXQE6785

29.07.2025

Vistra ITCL (India) Limited  
The Qube, Mittal Industrial Estate,  
Marol, Andheri East, Mumbai, Maharashtra 400059

Sir/Madam,

**Subject: Request for Issuance of No Objection Certificate (NOC)**

We hereby request you to issue a No Objection Certificate in connection with below mentioned credit facilities;

Rs. in Crs.

Lender /Trustee Name	Type of Facility	Sanctioned Amount	Total Limits
Debenture Trustee	Private Placement of Secured NCDs	150.00	150.00

We confirm that the said credit facilities are within the borrowing limits approved by our Board/Shareholders. We kindly request you to issue the NOC for creating/registering a pari-passu charge.

Thank you for your continued support and cooperation.

**For Kosamattam Finance Limited**

  
**Mathew K. Cherian**  
**Managing Director**  
**DIN : 01286073**

