

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

Subject: No Objection Certificate in relation to propose Credit Facilities from various Banks.

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 we would like to inform all 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 Credit Facilities as per the below mentioned banks :

Sl. No.	Name of the Bank/FI	Type of Loan	Amount Sanctioned (₹ in crores)
1	Bank of Maharashtra	Term Loan	100
2	Canara Bank	Term Loan	50
3	City Union Bank	Term Loan	10
4	ESAF	Term Loan	30
5	IndusInd Bank	Cash Credit/WCDL	50
6	Indian Overseas Bank	Term Loan	25
7	Karur Vysya Bank	Term Loan	50
8	Northern Arc	Term Loan	25
9	STCI Finance Limited	Term Loan	25
10	Vivriti Capital	Term Loan	40
11	Yes Bank	WCDL	50
12	Karnataka Bank	Term Loan	25
13	UCO Bank	Term Loan	20
14	Jana Small Finance Bank	Term Loan	50
15	CSB Bank	WCDL	50
Total			600

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 **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 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

02.06.2023

Vistra ITCL (India) Limited

6 th Floor, The IL&FS Financial Center Plot No. C-22,

G Block, Bandra Kurla Complex Bandra (East), Mumbai 400051

Sir,

Sub: Request for issuing NOC

Company has executed charge creation document in favour of various banks for availing various credit facilities as mentioned hereunder;

In connection therewith, we are required to create a first ranking pari passu floating charge over the assets of the Company, in favour of the Banks as follows;

Sl. No.	Name of the Bank/FI	Type of Loan	Amount Sanctioned (₹ in crores)	Assets marked as security
1	Bank of Maharashtra	Term Loan	100.00	Primary Security: First pari passu charge by way of Hypothecation of standard loan receivables of the company to the extent of 1.25 times of outstanding loan. Collateral Security: 20% Cash collateral in the nature of Fixed Deposit on the outstanding loan amount.
2	Canara Bank	Term Loan	50.00	Primary Security : First charge over all standard movable assets and current assets, including book debts and receivables, cash and bank balances, loans and advances, both present and future, of the Company, on pari-passu basis, with all



				<p>working capital lenders and debenture holders with ACR of 1.33 times (Excluding value of furniture and fixtures to the extent of Rs. 10.82 Cr. on which the Income Tax Department shall have the first charge.) Collateral: Cash margin in the form of fixed deposits to the extent of 15% of the outstanding exposure (Presently FD of Rs. 7.50 Crore and to be maintained on the outstanding TL liability, till closure in full)</p>
3	City Union Bank	Term Loan	10.00	<p>First paripassu charge on standard book debts, receivables and current assets along with existing paripassu charge holders.</p>
4	ESAF	Term Loan	30.00	<p>First pari-passu charge on current assets book debts loans and advances and receivables including gold loan receivables with 15 % margin. Cash collateral for 10 % of sanctioned amount. Personal Guarantee of</p>



				Promoter Directors Shri Mathew K Cheriyan and Smt Laila Mathew
5	Indusind Bank	Cash Credit/WCDL	50.00	Primary Security: First pari passu charge on receivables including gold loan receivables with banks under MBA and NCD holders., Collateral Security: Cash collateral in the nature of lien on Fixed deposits.
6	Indian Overseas Bank	Term Loan	25.00	Primary: First paripassu charge by way of assignment/ hypothecation of bank debts pertaining to standard /regular underlying assets with asset coverage of 1.25 times of the Loan Component at any point of time during the currency of the Loan. hypothecation over the gold loan receivables along with debenture trustees and other Banks/Financial Institutions in the Multiple Banking Arrangement. Collateral: 20% of RDP/Cash Deposit on the loan amount.



7	Karur Vysya Bank	Term Loan	50.00	<p>Primary Security: First Pari passu charge on current assets, book debts, loans and advances and receivables including gold loan receivables with a margin of 15 %.</p> <p>Collateral Security: 15% Cash Margin in the form of deposit/mortgage on all the part and parcel of land in Tiruchirappalli Registration district, Tiruchirappalli west Taluk, Tiruchirappalli corporation, K Abhishekapuram Village, in S.F. No./T.S. No.122 Part , 123 Part, with an extent of 2360 square feet, comprised in plot no. 100 with an House building thereon on bearing Door No. 1, new ward No. AL, Block No.10, New TS No.42</p>
8	Northern Arc	Term Loan	25.00	<p>First pari passu charge on all existing and future movable assets including intangibles, book debts, and current assets of the Borrower (including gold loan</p>



				<p>receivables, book debts, stock in trade etc.) subject to the charge the Income Tax Department has in terms of applicable law on the furniture and fixtures of written down value of Rs. 10,80,91,696 indicated in the Order u/s.281 dated 26/12/2018 to be excluded from the permission granted thereunder under clause (ii) of section 281 of the Income Tax Act, 1961</p>
9	STCI Finance Limited	Term Loan	25.00	Hypothecation of current assets on a pari passu basis with other lenders
10	Vivriti Capital	Term Loan	40.00	A first ranking pari passu charge of present and future entire book debts and receivables of the borrower
11	Yes Bank	WC DL	50.00	<p>Primary Security : First Pari passu charge on standard book debts, receivables, and current assets with 1.15x cover in line with existing pari passu charge holders.</p> <p>All of the Hypothecator's current assets, and all monies, securities, contractor</p>



				assets, both present and future.
14	Jana Small Finance Bank	Term Loan	50.00	Pari-passu first charge by way of hypothecation over the entire receivables of the company (both present and future) except for those that are exclusively charged to other lenders. 5% of the total credit facilities outstanding in the form of lien marked term deposits with the Bank
15	CSB Bank	WCDL	50.00	<p>Primary Security: Pari-passu first charge over entire current assets of the company including gold loan receivables (present and future) which are standard assets along with other existing lenders under Multiple Banking Arrangements with 15% margin.</p> <p>Collateral Security: Lien noted cash collateral equivalent to 15% of the loan amountsanctioned (i.e. ` 15 crore, being 15% of the loan of `100.00 crore).</p>



We kindly seek your no-objection at the earliest from the date of this letter.

We look forward to receiving your consent at the earliest.

Yours sincerely,

For Kosamattam Finance Limited

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

Mathew K. Cherian
Managing Director
DIN : 01286073



02.06.2023

Vistra ITCL (India) Limited

6 th Floor, The IL&FS Financial Center Plot No. C-22,

G Block, Bandra Kurla Complex Bandra (East), Mumbai 400051

Sir,

Sub: Request for issuing NOC

Ref: various credit facilities availed by the Company from the banks as mentioned hereunder;

We hereby confirm that Company has adequate surplus assets after availing the below mentioned credit facilities.

Sl. No.	Name of the Bank/FI	Type of Loan	Amount Sanctioned (₹ in crores)
1	Bank of Maharashtra	Term Loan	100.00
2	Canara Bank	Term Loan	50.00
3	City Union Bank	Term Loan	10.00
4	ESAF	Term Loan	30.00
5	Indusind Bank	Cash Credit/WCDL	50.00
6	Indian Overseas Bank	Term Loan	25.00
7	Karur Vysya Bank	Term Loan	50.00
8	Northern Arc	Term Loan	25.00
9	STCI Finance Limited	Term Loan	25.00
10	Vivriti Capital	Term Loan	40.00
11	Yes Bank	WCDL	50.00
12	Karnataka Bank	Term Loan	25.00
13	Uco Bank	Term Loan	20.00
14	Jana Small Finance Bank	Term Loan	50.00
15	CSB Bank	WCDL	50.00

For Kosamattam Finance Limited



Mathew K. Cherian
Managing Director
DIN : 01286073





ANIL SURESH & ASSOCIATES

Chartered Accountants

'SAMEEKSHA'

Cathedral Road, Chalukunnu,
Kottayam, Kerala - 686 001

Partners:

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email: caanilsureshandassociates@gmail.com

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0481-2565551

94476 76789

94957 18949

To

Vijstra ITCL (India) Limited
IL&FS Financial Centre,
Plot C-22, G- Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai- 400051

CERTIFICATE ON SECURITY COVER AS ON MARCH 31, 2023

Based on examination of books of accounts and other relevant records/documents, we hereby certify that:

Security Cover for listed debt securities:

- The financial information as on March 31, 2023 has been extracted from the books of accounts for the period ended March 31, 2023 and other relevant records of the listed entity;
- The assets of the listed entity provide coverage of 1.13 times of the interest and principal amount of Secured NCDs, which is in accordance with the terms of issue/ debenture trust deed (calculation as per statement of security coverage ratio for the Secured debt securities – Annexure -1)
- The Company has adequate security cover in order to meet the obligation towards debenture holders after considering the following availed or proposed credit facilities;

Sl. No.	Name of the Bank/FI	Type of Loan	Amount Sanctioned (₹ in crores)
1	Bank of Maharashtra	Term Loan	100.00
2	Canara Bank	Term Loan	50.00
3	City Union Bank	Term Loan	10.00
4	ESAF	Term Loan	30.00
5	Indusind Bank	Cash Credit/WCDL	50.00
6	Indian Overseas Bank	Term Loan	25.00
7	Karur Vysya Bank	Term Loan	50.00
8	Northern Arc	Term Loan	25.00
9	STCI Finance Limited	Term Loan	25.00
10	Vivriti Capital	Term Loan	40.00
11	Yes Bank	WCDL	50.00
12	Karnataka Bank	Term Loan	25.00
13	Uco Bank	Term Loan	20.00
14	Jana Small Finance Bank	Term Loan	50.00
15	CSB Bank	WCDL	50.00



Annexure 1

(₹ in lakhs)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relates	Exclusive Charge		Pari-Passu Charge		Assets shared by pari-passu debt holder (Includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column F)	Elimination (amount in negative)	Total (C to H)	Related to only those items covered by this certificate				Total Value (=K+L+M+N)
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Book Value					Yes/No	Book Value	Book Value	Market value for Assets charged on Exclusive basis	
		Book Value	Book Value	Yes/No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment	Land	53.44	-	-	-	-	-	8,210.28	-	8,263.72	80.70	-	-	80.70
	Building	46.54	-	-	-	-	-	205.90	-	252.44	57.97	-	-	57.97
	Furniture & Fixtures	-	-	-	1,190.68	1,080.92	-	-	-	2,271.60	-	-	1,190.68	1,190.68
	Electrical Fittings	-	-	-	638.77	-	-	-	-	638.77	-	-	638.77	638.77
	Plant and Machinery	-	-	-	-	-	-	293.58	-	293.58	-	-	-	-
	Vehicles	-	-	-	65.54	-	-	-	-	65.54	-	-	65.54	65.54
	Computer and Accessories	-	-	-	230.11	-	-	-	-	230.11	-	-	230.11	230.11
Capital Work-in-Progress		-	-	-	-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-	-	-	-	-	3,909.87	-	3,909.87	-	-	-	-
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets under Development		-	-	-	-	-	-	-	-	-	-	-	-	-
Investments		-	-	-	-	-	-	-	-	-	-	-	-	-
Loans		-	-	-	4,84,569.06	-	-	-	-	4,84,569.06	-	-	4,84,569.06	4,84,569.06
Inventories		-	-	-	-	-	-	-	-	-	-	-	-	-
Trade Receivables		-	-	-	15.76	-	-	-	-	15.76	-	-	15.76	15.76
Cash and Cash Equivalents*		-	-	-	28,772.30	-	-	-	-	28,772.30	-	-	28,772.30	28,772.30
Bank Balances other than Cash and Cash Equivalents		-	-	-	-	-	33,324.59	286.95	-	33,611.54	-	-	-	-
Others		-	-	-	-	-	-	6,539.84	-	6,539.84	-	-	-	-
Total		99.98	-	-	5,15,482.22	34,405.51	19,446.42	-	-	5,69,484.13	138.67	-	5,15,482.22	5,15,620.89



(₹ in lakhs)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relates	Exclusive Charge		Debt for which this certificate being issued Yes/No	Pari-Passu Charge		Assets not offered as Security	Elimination (amount in negative)	Total (C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued Book Value	Other Secured Debt Book Value		Assets shared by pari-passu debt holder (Includes debt for which this certificate is issued & other debt with pari-passu charge) Book Value	Other assets on which there is pari-passu charge (excluding items covered in column F) Book Value				Debt amount considered more than once (due to exclusive plus pari-passu charge)	Market value for Assets charged on Exclusive basis	Carrying / book value for exclusive charge assets where market value is not ascertainable or applicable	Market Value for Pari-Passu charge Assets Relating to Column F	Carrying value / book value for pari passu charge assets where market value is not ascertainable or applicable
LIABILITIES														
Debt securities to which this certificate pertains	Non-Convertible Debenture	2,38,506.31	-	Yes	2,38,506.31	-	-	(2,38,506.31)	2,38,506.31	-	-	-	-	-
Other debt sharing pari-passu charge with above debt		-	-		-	-	-	-	-	-	-	-	-	-
Other Debt		-	-		-	-	-	-	-	-	-	-	-	-
Subordinated Debt		-	-		-	-	30,026.06	-	30,026.06	-	-	-	-	-
Borrowings (other than debt securities)*	Term Loan, WCDL, CC	-	-		2,18,222.36	-	-	-	2,18,222.36	-	-	-	-	-
Debt Securities		-	-		-	-	-	-	-	-	-	-	-	-
Others		-	-		-	-	-	-	-	-	-	-	-	-
Trade payables		-	-		-	-	6.94	-	6.94	-	-	-	-	-
Lease Liabilities		-	-		-	-	4,163.59	-	4,163.59	-	-	-	-	-
Provisions		not to be filled	-		-	-	807.94	-	807.94	-	-	-	-	-
Others		-	-		-	-	1,299.21	-	1,299.21	-	-	-	-	-
Total		2,38,506.31	-		4,56,728.67	-	36,303.74	(2,38,506.31)	4,93,032.41	-	-	-	-	-
Cover on Book Value					113%									
Cover on Market Value														
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									
		0.04%			113%									



Note:

*The total amount of Cash and cash equivalents and Borrowings (other than debt securities) includes:

1. the loan sanctioned which is not availed from following banks as on March 31, 2023:
 - i. Bank of Maharashtra - ₹ 10,000 lakhs
 - ii. IndusInd Bank-2,500 lakhs (credit facility sanctioned was ₹5,000 lakhs out of which ₹2,500 lakhs has been availed as on March 31, 2023).
 - iii. Yes Bank - ₹5,000 lakhs
 - iv. Karnataka Bank - ₹2,500 lakhs
 - v. CSB Bank - ₹ 5,000 lakhs

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

Place: Kottayam

Date:03.06.2023



FOR ANIL SURESH & ASSOCIATES
CHARTERED ACCOUNTANTS
FEN: 018129 S

P. ANIL B.Sc, FCA, DISA
PARTNER, M.No: 210384

Unique Document Identification Number (UDIN) for this document is **23210384BGVWSB6637**



ANIL SURESH & ASSOCIATES

Chartered Accountants

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Cathedral Road, Chalukunnu,
Kottayam, Kerala - 686 001

☎ 0481-2565551

☎ 94476 76789

☎ 94957 18949

To,

KOSAMATTAM FINANCE LIMITED Kosamattam City Centre, Floor No. 4 th & 5 th , T.B Road Kottayam- 686001, Kerala, India	Vistra ITCL India Limited The Qube, 6th floor, 602 A wing Hasan pada road , Mittal industrial estate Marol , Andheri (East) Mumbai 400059
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Dear Sir/Ma'am,

Sub: Surplus maintain for future borrowing after considering the credit facilities availed/ to be availed of ₹ 600/- Cr from the banks as mentioned hereunder:

Sl. No.	Name of the Bank/FI	Type of Loan	Amount Sanctioned (₹ in crores)
1	Bank of Maharashtra	Term Loan	100.00
2	Canara Bank	Term Loan	50.00
3	City Union Bank	Term Loan	10.00
4	ESAF	Term Loan	30.00
5	Indusind Bank	Cash Credit/WCDL	50.00
6	Indian Overseas Bank	Term Loan	25.00
7	Karur Vysya Bank	Term Loan	50.00
8	Northern Arc	Term Loan	25.00
9	STCI Finance Limited	Term Loan	25.00
10	Vivriti Capital	Term Loan	40.00
11	Yes Bank	WCDL	50.00
12	Karnataka Bank	Term Loan	25.00
13	Uco Bank	Term Loan	20.00
14	Jana Small Finance Bank	Term Loan	50.00
15	CSB Bank	WCDL	50.00



ANIL SURESH & ASSOCIATES

Chartered Accountants

'SAMEEKSHA'

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With reference to the availed or proposed loan from various banks as mentioned, 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 March 31, 2023.

Surplus asset calculation as on March 31, 2023

Particulars	Amount in Cr.
Total assets available for secured Debt Securities' – (secured by either pari passu or exclusive charge on assets) *	5,155.82
Bank Loans *	2,182.22
Balance asset	2,973.60
Assets Eligible for debenture holders	2,973.60
Total Assets available for debenture Holders & future borrowings	2,973.60
Secured non-convertible debenture	2,385.06
Net surplus assets available for future borrowing after availing credit facilities mentioned in subject matter for which the Company is seeking NOC from Trustee.	588.54

Note :

*The total amount of Assets available for secured Debt Securities and Bank Loans includes:

- the loan sanctioned which is not availed from following banks as on March 31, 2023:
 - Bank of Maharashtra - ₹ 100 crores
 - IndusInd Bank- ₹ 25 crores (credit facility sanctioned was ₹50 crores out of which ₹25 crores has been availed as on March 31, 2023).
 - Yes Bank - ₹50 crores
 - Karnataka Bank - ₹25 crores
 - CSB Bank - ₹ 50 crores

We further confirm that the company has not availed credit facilities other than those mentioned herein above since April 1, 2023.

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

Place : Kottayam

Date :03/06/2023

UDIN:23210384BGVWSA2692

FOR ANIL SURESH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIR No: 018129 S

P. ANIL B.Sc., FCA, DISA
PARTNER, M.No: 210384