

Date: 23<sup>rd</sup> September 2025

To. The Debenture Holders, **Kosamattam Finance Limited ("Issuer")** 

Subject: No Objection Certificate in relation to Credit Facilities.

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 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:

(Rs in Crores)

<b>Charge Holder Name</b>	Type of Facility	Sanctioned /Proposed facility			
		amount	Total Limit		
Bajaj Finance Limited	Term Loan	25.00	45.00		
SBM Bank (India) Ltd	Term Loan	25.00	45.00		
Federal Bank	Term Loan	50.00	252.00		
Jana Small Finance Bank	Term Loan	95.00	223.00		
Oxyzo Financial Services	Term Loan		87.50		
Limited					
		15.00			
Hero Fincorp Limited	Term Loan	50.00	80.00		
Anand Rathi Global	Term Loan				
Financial Services Limited		25.00	25.00		
Punjab and Sind Bank	Term Loan	50.00	50.00		
Debenture Trustee	Issue of secured NCDs	50.00	50.00		

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** 



20.09.2025

Vistra ITCL (India) Limited 2nd floor, 'A' wing, The Qube, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri-East 400059

## Subject: Request for Issuance of No Objection Certificate (NOC) for Creation and Registration of Pari Passu Charge

Dear Sir/Madam,

We, Kosamattam Finance Limited, hereby request you to issue a No Objection Certificate (NOC) in favour of the lendersor charge holders for the below listed credit facilities detailed below, in order to enable creation and registration of a **pari passu charge** on the assets of the Company which are currently charged in your favour as Trustee for the various Non-Convertible Debenture (NCD) issues.

The details of the credit facilities are as follows:

				(Rs. in Cr.)		
SI. No.	Charge Holder Name	Type of Facility	Sanctioned/Proposed facility amount	Total limits		
1	Bajaj Finance Limited	Term Loan	25.00	45.00		
2	SBM Bank (India) Ltd	Term Loan	25.00	45.00		
3	Federal Bank	Term Loan	50.00	00 252.00		
4	Jana Small Finance Bank	Term Loan	95.00	223.00		
5	Oxyzo Financial Services Limited	Term Loan	15.00	87.50		
6	Hero Fincorp Limited	Term Loan	50.00	80.00		
7	Anand Rathi Global Financial Services Limited	Term Loan	25.00	25.00		
8	Punjab and Sind Bank	Term Loan	50.00	50.00		
9	Debenture Trustee	Issue of secured NCDs	50.00	50.00		

The assets proposed to be charged in favour of the above-mentioned lenders shall be on a **pari passu** basis with the existing secured creditors.

We confirm that the creation of the pari passu charge will not in any manner affect the rights or interest of the existing debenture holders and will be in compliance with the terms of the existing Debenture Trust Deeds and other related documents.

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



In support of this request, we are attaching the Security Cover Certificate and Asset Surplus Certificate following documents for your reference and records:

Thank you for your continued support.

For Kosamattam Finance Limited

Mathew K. Cherian Managing Director DIN:01286073



# ANIL SURESH & ASSOCIATES Chartered Accountants



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

#### **CERTIFICATE ON SECURITY COVER AS ON AUGUST 31, 2025**

To,

#### Vistra ITCL (India) Limited

2nd Floor, 'A'Wing , The Qube Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri ( E ), Mumbai - 400059

Dear Sir,

Sub: Credit facilities proposed by Kosamattam Finance Limited, ("company" or "issuer")

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.

Company has proposed following credit facilities where the facilities mentioned under items 1 to 5 are already availed as on August 31,2025.

				(Rs. in Cr.)
SI. No.	Charge Holder Name	Type of Facility	Sanctioned/Proposed facility amount	Total limits
1	Bajaj Finance Limited	Term Loan	25.00	45.00
2	SBM Bank (India) Ltd	Term Loan	25.00	45.00
3	Federal Bank	Term Loan	50.00	252.00
4	Jana Small Finance Bank	Term Loan	95.00	223.00
5	Oxyzo Financial Services Limited	Term Loan	15.00	87.50
6	Hero Fincorp Limited	Term Loan	50.00	80.00
7	Anand Rathi Global Financial Services Limited	Term Loan	25.00	25.00
8	Punjab and Sind Bank	Term Loan	50.00	50.00
9	Debenture Trustee	Issue of secured NCDs	50.00	50.00



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

Facility	Amount outstanding as on August 31, 2025	Trustee	Security for the NCDs issued for which Vistra ITCL (India) Limited has been appointed as Debenture trustee	Security Cover as on August 31, 2025
Public/Privat e Issue of Secured, Redeemable NCD	₹ 2,72,136.46 Lakhs (Outstanding NCD amount for which Vistra ITCL (India) Limited has been appointed as Debenture trustee)	Vistra ITCL (India) Limited The Capital Building, Unit No.505- A2, Bandra Kurla Complex Bandra East, Mumbai, Maharashtra, India, 400051Bandra East, Mumbai 400051.	Public Placement of NCDs  The principal amount of the NCDs to be issued in terms of offer documents 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 pari-passu charge with the existing secured creditors on all movable assets, including book debts and receivables, cash and bank balances, loans and advances, (excluding first charge on ₹1,080.92 lakhs on which the Income tax department has the first charge), both present and future of our Company equal to 100% of the NCDs outstanding plus interest accrued thereon.	1.11 Times  (Security Cover available for credit facilities  Note: 1)
	Lakhs  (Outstanding NCD amount where other entity has been appointed as Debenture Trustee)		Private Placement of NCDs (INE403Q07EV9) The debentures shall be secured by way of a first ranking, and Pari-passu charge on identified gold receivables of the company ("Hypothecated Receivables"/ Hypothecated Assets) The Hypothecated Receivables shall at all times be equal to the value of the outstanding principal amount of the Debentures. The Company shall maintain the value of security at all times equal to 1.10 (one decimal point one zero) time or 110% (one hundred and ten percent) the aggregate amount of principal outstanding of the NCDs.	
			Private Placement of NCDs (INE403Q07GA8&INE403Q07FZ7, INE403Q07GC4 & INE403Q07GB6)  The outstanding NCD amount, together with coupon, default interest remuneration of the Trustee, charges, fees, expenses and all other monies due from the Issuer, shall be secured by (to the satisfaction of the NCD holders). First pari-passu charge via a deed of hypothecation over asset portfolio of receivables including present and future of the Issuer ("Hypothecated Assets") with a security cover of 1.10 times ("Minimum Security Cover") to be maintained on the Outstanding	

Principal Amounts of the NCDs along with coupon thereon at all times during the tenor of the NCDs. ("Security"). The Minimum Security Cover shall be calculated on the basis of the outstanding principal amount/s on the Hypothecated Assets. ("Security").

### Private Placement of NCDs (INE403Q07GE0 & INE403Q07GD2)

The Debentures and all interest, additional interest, liquidated damages, indemnification payments, fees, costs, expenses and other monies owing by, and all other present and future obligations and liabilities shall be secured by a first ranking pari passu charge by the Issuer in favour of the Debenture Trustee (for the benefit of the Debenture Holders), to, or in respect of, the Loans and including without limitation the book debts and Receivables, cash and bank balances, loans and advances, both present and future of the Company, ("Hypothecated Assets") such that the value of security shall be equal to 1.10 (One Decimal Point One Zero) times the aggregate amount of principal amount outstanding and any other amount outstanding in respect of the Debentures.

#### Private Placement of NCDs (INE403Q07GF7)

The Debentures and all interest, additional interest, liquidated damages, indemnification payments, fees, costs, expenses and other monies owing by, and all other present and future obligations and liabilities shall be secured by a first pari passu charge by the Issuer in favour of the Debenture Trustee (for the benefit of the Debenture Holders), to, or in respect of, the Loans and including without limitation the Receivables, present and future (as set out more particularly in the Deed of Hypothecation), "Hypothecated Assets") such that the value of security shall be equal to 1.10 (One Decimal Point One Zero) times ("Minimum Security Cover") the aggregate amount of principal amount and any other amount including interest outstanding in respect of the Debentures ("Security Cover").



For ascertaining the Security cover as on **August 31, 2025**, the book value of current assets, including book debts, loans and advances, cash and bank balance and receivables have been taken from the unaudited Financial Statements as at **August 31, 2025**.

Place : Kottayam Date : 19/09/2025

UDIN: 25215958BMFXQT5308



Chartered Accountants
(185; SISIES S)

KMMA

SURESE FUSOR, S. B. Cos., FCA

FARTHER, M. Rot 215958

(Rs 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		Exclusive Charg	ge	Pari-Passu Chai	rge		Assets not offered as Security	Elimination (amount in	Total (C to H)	Related to only those items covered by this certificate					
	Description of asset for which this certificate relate	asset for which this certificate	Debt for which this certificate being issued	Other Secured Debt	being issued	for which this certificate is issued & other	Other assets on which there is pari-passu charge (excluding items covered in column F)		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	Carrying value / book value for pari passu charge assets where market value is not ascertainable or applicable	Total Value (=K+L+M+N)
												Relating to Col	umn F		
		Book Value	Book Value	Yes/No	Book Value	Book Value									
ASSETS															
	Land	53.44					8,220.57		8,274.01	96.84			-	96.84	
	Building Furniture &	41.26		<del>                                     </del>		-	183.46	<del>                                     </del>	224.73	64.45	<del>                                     </del>	-	-	64.45	
	Fixtures				862.59	1,080.92			1,943.51				862.59	862.59	
	Electrical Fittings				575.96				575.96				575.96	575.96	
Property, Plant and Equipment	Office equipment				2.14				2.14						
-11	Plant and Machinery						214.35		214.35				-	-	
	Vehicles				39.66		-		39.66				39.66	39.66	
	Computer and Accessories				383.92		-		383.92				383.92	383.92	
Capital Work-in- Progress							-		-				-	-	
Right of Use Assets							3,991.73		3,991.73				-	-	
Goodwill									-				-	-	
Intangible Assets under Development									-				-	-	
Investments						<del>                                     </del>		<del> </del>	-	<del> </del>	<del> </del>	<del>                                     </del>	-	-	
Loans					5,88,844.28		-		5,88,844.28				5,88,844.28	5,88,844.28	
Inventories									-				-	-	
Trade Receivables					559.59		-		559.59				559.59	559.59	
Cash and Cash Equivalents					36,759.53		-		36,759.53				36,759.53	36,759.53	
Bank Balances other than Cash and Cash Equivalents		4,362.57				41,134.61	30.16		45,527.34		4,362.57		-	4,362.57	
Others			<b>—</b>		1.9		5,111.32	<del>                                     </del>	5,113.22	<del>                                     </del>	<del>                                     </del>	<b>—</b>	1.9	1.9	
Total		4,457.27	-	-	6,28,029.57	42,215.53	17,751.61	-	6,92,453.97	161.29	4,362.57	-	6,28,027.43	6,32,551.29	

(Page 5 of 6)



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			e Charge Pari-Passu Charge				Assets not offered as Security	Elimination (amount in negative)				se items covered by this certificate				
	Description of asset for which this certificate relates	Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	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)		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	Carrying value / book value for pari passu charge assets where market value is not ascertainable or applicable	Total Value (=K+L+M+N)		
		Book Value	Book Value	Yes/No	Book Value	Book Value					1	Remaining	Column			
T I A DIV VIEWE		DOOK value	DOOK VAIDE	169/140	DOOK VAIGE	book value										
LIABILITIES																
Debt securities to which this certificate pertains	Non - Convertible Debentures	2,97,136.63		Yes	2,97,136.63			-2,97,136.63	2,97,136.63							
Other debt sharing pari-passu charge with above debt Other Debt									-							
Subordinated Debt Borrowings							29,290.45		29,290.45							
Bank		not to be filled			2,50,389.66		-		2,50,389.66							
Borrowings_Sanctior Availed Debt Securities	ed But Not				17,500.00				17,500.00							
Others Trade payables							849.34		- 849.34							
Lease Liabilities Provisions Others							4,226.55 995.44 795.71		4,226.55 995.44 795.71							
Total		2,97,136.63	-	-	5,65,026.30	-	36,157.48	-2,97,136.63	6,01,183.77			-				
Cover on Book Value		0.0147			1.11											
Cover on Market Value		0.0005														
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio											

