

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

Subject: No Objection Certificate in relation to proposed NCD issuance of Rs. 300 Crores.

This is with reference to the listed, secured, non-convertible debentures (“NCDs”) issued by Kosamattam Finance Limited (“**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 public issue of Secured, Redeemable, Non-Convertible Debentures (“NCDs”) of Face Value of 1000 each aggregating upto Rs.150 Crores, with an option to retain over subscriptions up to Rs.150 Crores aggregating up to Rs.300 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 proposed Public Issue of Secured, Redeemable, Non-Convertible Debentures (“NCDs”) and 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

30.01.2023

Vistra ITCL (India) Limited
6th 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: Proposed Public issue (debenture trustee- Vistra ITCL (India) Limited) of Secured NCDs of Rs.300 Cr.

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 Debenture Trustee as follows;

Security Details: -

The principal amount of the NCDs to be issued in terms of the 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 creating security over on all movable assets (excluding charge on the written down value of furniture and fixtures to the extent of ₹10,80,91,696/-), including book debts and receivables, cash and bank balances, loans and advances, both present and future of the Company equal to the value of one time of the NCDs outstanding plus interest accrued.

We kindly seek your no-objection at the earliest from the date of this letter. We would also request you to please confirm that the Company is not in violation of any of the terms and conditions, including any covenants or restrictions imposed on the Company by any of the documents entered into by the Company with you, and that no cross default or event of default has occurred till date.

Copy of security cover certificate issued by the Chartered Accountant is also enclosing herewith for your reference.

We look forward to receiving your consent at the earliest.

Yours sincerely,

For Kosamattam Finance Limited


Mathew K. Cheyian
Managing Director
DIN:01286073





ANIL SURESH & ASSOCIATES

Chartered Accountants

'SAMEEKSHA'

Cathedral Road, Chalukunnu,
Kottayam, Kerala - 686 001

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Partners:

CA P. ANIL, Bsc. FCA, DISA

CA SURESH KUMAR S., Bcom, FCA

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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

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 ₹15,000 lakhs, hereinafter referred to as the "base issue" with an option to retain over-subscription upto ₹15,000 lakhs aggregating upto ₹ 30,000 lakhs ("overall issue size").

We, Anil Suresh & Associates, Chartered Accountants, as Independent Chartered Accountants of M/s. Kosamattam Finance Limited having its Registered Office at Kosamattam City Centre, Floor No. 4th and 5th, T.B. Road, Kottayam, Kerala – 686001, 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 December 31, 2022	Trustee	Security Stipulated	Security Cover as on December 31, 2022
Public Issue of Secured Redeemable Non-Convertible Debentures	₹ 2,24,966.50 Lakhs (Outstanding) ₹ 30,000.00 Lakhs (Proposed)	Vistra ITCL (India) Limited IL&FS Financial Centre Plot C-22 G Block, BandraKurla Complex, Bandra East, Mumbai 400051.	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, 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.	100% (Security Cover for the proposed issue of ₹30,000 lakhs Note: 1)

For ascertaining the Security cover as on December 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 unaudited Financial Statements as at December 31, 2022.

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

(₹ 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 relate	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							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	
		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	-	-	-	
	Building	47.13	-	-	-	-	-	209.63	-	256.76	57.97	-	-	-	
	Furniture & Fixtures	-	-	-	997.06	1,080.92	-	-	-	2,077.97	-	-	-	997.06	
	Electrical Fittings	-	-	-	615.93	-	-	-	-	615.93	-	-	-	615.93	
	Plant and Machinery	-	-	-	-	-	-	304.20	-	304.20	-	-	-	-	
	Vehicles	-	-	-	72.20	-	-	-	-	72.20	-	-	-	72.20	
	Computer and Accessories	-	-	-	241.84	-	-	-	-	241.84	-	-	-	241.84	
Capital Work-in-Progress		-	-	-	-	-	-	5.82	-	5.82	-	-	-	-	
Right of Use Assets		-	-	-	-	-	-	3,715.54	-	3,715.54	-	-	-	-	
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-	
Intangible Assets under Development		-	-	-	-	-	-	-	-	-	-	-	-	-	
Investments		-	-	-	-	-	-	-	-	-	-	-	-	-	
Loans		-	-	-	4,44,912.59	-	-	-	-	4,44,912.59	-	-	-	4,44,912.59	
Inventories		-	-	-	-	-	-	-	-	-	-	-	-	-	
Trade Receivables		-	-	-	76.27	-	-	-	-	76.27	-	-	-	76.27	
Cash and Cash Equivalents		-	-	-	50,056.79	-	-	-	-	50,056.79	-	-	-	50,056.79	
Bank Balances other than Cash and Cash Equivalents		656.91	-	-	-	31,528.34	180.76	-	-	32,366.01	-	656.91	-	656.91	
Others		-	-	-	-	-	-	6,847.81	-	6,847.81	-	-	-	-	
Total	-	757.48	-	-	4,96,972.67	32,609.25	19,474.04	-	-	5,49,813.45	138.67	656.91	-	4,96,972.67	



(₹ 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 shared by pari-passu debt holder (Includes debt for which this certificate is issued & other debt with pari-passu charge) Book Value		Assets not offered as Security	Elimination (amount in negative) Debt amount considered more than once (due to exclusive plus pari-passu charge)	Total (C to H)	Market value for Assets charged on Exclusive basis	Related to only those items covered by this certificate			Total Value (=K+L+M+N)
		Debt for which this certificate being issued Book Value	Other Secured Debt Book Value		Other assets on which there is pari-passu charge (excluding items covered in column F) Book Value	Carrying / book value for exclusive charge assets where market value is not ascertainable or applicable					Market Value for Pari-Passu Assets charge	Carrying value / book value for pari passu charge assets where market value is not ascertainable or applicable		
LIABILITIES														
	Non-Convertible Debenture Proposed Issue of Non-Convertible Debentures	2,24,966.50	-	Yes	2,24,966.50	-	-	(2,24,966.50)	2,24,966.50	-	-	-	-	-
Debt securities to which this certificate pertains		30,000	-	Yes	30,000	-	-	(30,000)	30,000	-	-	-	-	-
Other debt sharing pari-passu charge with above debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Other Debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Subordinated Debt Borrowings		-	-	-	-	-	33,527.53	-	33,527.53	-	-	-	-	-
Bank	Term Loan, WCDL, CC	-	-	-	1,83,185.82	-	-	-	1,83,185.82	-	-	-	-	-
Debt Securities		-	-	-	-	-	-	-	-	-	-	-	-	-
Others		-	-	-	-	-	-	-	-	-	-	-	-	-
Trade payables		-	-	-	-	-	60.79	-	60.79	-	-	-	-	-
Lease Liabilities		-	-	-	-	-	3,962.76	-	3,962.76	-	-	-	-	-
Provisions		not to be filled	-	-	-	-	726.95	-	726.95	-	-	-	-	-
Others		-	-	-	-	-	514.44	-	514.44	-	-	-	-	-
Total		2,54,966.50	-		4,38,152.32	-	38,792.48	(2,54,966.50)	4,76,944.80	-	-	-	-	-
Cover on Book Value					100%									
Cover on Market Value														
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									
		0.3%			100%									




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

Note

- The proceeds from the proposed issue amounting to ₹30,000 lakhs have been included in the Cash and Cash Equivalents balance for computing the post issue security cover.

Yours faithfully,

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


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



UDIN: 23215958BGXNFU8475

Place: Kottayam

Date: 28-01-2023

Copy:

SMC Capitals Limited
A-401/402, Lotus Corporate Park
Jai Coach Junction, Off Western
Express Highway
Goregaon (East), Mumbai - 400063