

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



15.04.2024

To

BSE Limited
Listing Department
P.J. Tower, Dalal Street,
Mumbai 400 001
Maharashtra, India

Dear Sir/ Madam,

Sub.: Compliance Report on Corporate Governance for the quarter ended March 31, 2024

Ref.: Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We hereby enclosing revised Compliance Report on Corporate Governance for the quarter ended March 31, 2024, in the format prescribed by SEBI, pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take it on record.

Thanking You.

For Kosamattam Finance Limited

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

Mathew K. Cherian
Managing Director
DIN : 01286073

For Kosamattam Finance Limited

A handwritten signature in blue ink, appearing to read 'Sreenath P.', is written over a circular blue stamp.

Sreenath P.
Company Secretary
M.No. F 10553



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Annexure I

1. Name of Listed Entity : **Kosamattam Finance Limited**
2. Quarter ending : **March 31, 2024**

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/ Independent / Nominee)	Initial Date of Appoi ntmen t	Date of Re- app oint ment	Dat e of Ces sa tion	Ten ure *	Date of Birth	No. of directo rship in listed entities includi ng this listed entity [in referen ce to Regula tion 17A(1)]	No of Indepen dent Directors hip in listed entities includin gthis listed entity [in referenc e to proviso to regul ation 17A(1)]	Number of membershi ps in Audit/ Stake holder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Mathew K. Cherian	ABUPC1 286H& 01286073	Chairman cum Managing Director(Executi ve)	07.05.200 4	09.03.20 23	NA		01.11.1955	1	0	1 (Member in Stakeholders relationship committee and Audit Committee of Kosamattam Finance Limited)	0
Mrs.	Laila Mathew	AEDPM1 526Q& 01286176	Executive	07.05.200 4	09.03.20 23	NA		02.11.1957	1	0	1 (Member in Stakeholders relationship Committee of Kosamattam Finance Limited)	0

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Mr.	C. Thomas John	AAQPJ1065Q&02541626	Non-executive and independent	19.08.2015	24.03.2020	NA	8 years, 7 months and 13 days	23.07.1945	1	1	1 (Member in Stakeholders relationship committee and Audit Committee of Kosamattam Finance Limited)	1 (Chairman of Stake holders Relationship)
Mr.	Paul Jose Maliakal	ANKPM7050R&07218120	Non-executive and independent	25.06.2018	24.03.2020	NA	5 years, 9 months and 7 days	21.03.1951	2	2	2 (Member in Audit Committee of Kosamattam Finance Limited and Muthoottu Mini Financiers Limited)	2 (Chairman of Audit Committee of Kosamattam Finance Limited and Muthoottu Mini Financiers Limited)
Mr.	Sebastian Kurian	ASJPK4181D & 09416863	Non-executive and independent	14.12.2021	NA	NA	2 years 3 months and 18 days	20.07.1956	1	1	0	0
		Whether Regular chairperson appointed: Yes										
		Whether Chairperson is related to managing director or CEO : Chairperson and Managing Director is the same person										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is servingon Board of directors of the listed entity in continuity without any cooling off period.</i></p> <p><i>**Total Number of directors as on date of the meeting” would be read as “Total Number of directors as on date of the meeting (all directors including Independent director)and Number of Directors (All directors including Independent director)” would be read as “Number of Directors Present (All directors including Independent director)</i></p>										

II. Composition of Committees

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Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mathew K. Cherian, C. Thomas John and Paul Jose Maliakal	1. Mathew K. Cherian- Chairman and Executive, 2. C. Thomas John –Non executive and Independent and 3. Paul Jose Maliakal- Non executive and Independent	27.02.2012 19.08.2015 25.06.2018	NA
2. Nomination & Remuneration Committee	Yes	C. Thomas John, Sebastian Kurian and Paul Jose Maliakal	1. C. Thomas John- Non executive and Independent, 2. Sebastain Kurian - Non- Executive and Non- Independent 3. Paul Jose Maliakal- Non executive and Independent	19.08.2015 30.06.2023 25.06.2018	NA
3. Risk Management Committee(if applicable)	Yes	Mathew K. Cherian, Laila Mathew, C.Thomas John and Arun Kumar	1. Mathew K. Cherian- Chairman and Executive, 2. Laila Mathew- Executive, 3. C.Thomas John – Non executive and Independent 4. Arun Kumar (Not a member of the Board)	09.07.2011 15.02.2014 15.02.2014 30.05.2018	NA
4. Stakeholders Relationship Committee'	Yes	Mathew K. Cherian, Laila Mathew, C.Thomas John	1. Mathew K. Cherian- Chairman and Executive, 2. Laila Mathew- Executive, 3. C.Thomas John- Non executive and Independent	16.04.2014 16.04.2014 25.06.2018	NA

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
04.10.2023	18.01.2024	Yes	5	3	19
27.10.2023	29.01.2024	Yes	5	3	10
30.10.2023	03.02.2024	Yes	5	3	4
13.11.2023	14.02.2024	Yes	5	3	10
22.11.2023	22.02.2024	Yes	5	3	7
15.12.2023	26.02.2024	Yes	5	3	3
26.12.2023	15.03.2024	Yes	5	3	17
29.12.2023	19.03.2024	Yes	5	3	3
	22.03.2024	Yes	5	3	2
	27.03.2024	Yes	5	3	4
	29.03.2024**	Yes	3**	3	1

* to be filled in only for the current quarter meetings

**This meeting is pursuant to Schedule IV of the Companies Act, 2013. Only independent directors are needs to attend.

IV. Meetings of Committees

Audit Committee

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors' present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
03.01.2024	Yes	3	2	10.10.2023.	40
10.01.2024	Yes	3	2	08.11.2023	6
01.02.2024	Yes	3	2	23.11.2023	21
10.02.2024	Yes	3	2		8
18.03.2024	Yes	3	2		36

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> <i>refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

VI. Affirmations

We hereby affirm that :

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Regulation 17(1) (a). The Board of Directors of the Company have an optimum combination of Executive and Non-Executive Directors. The composition of the Board of Directors are as follows:

- i. One Women Director (Executive Director)
- ii. Managing Director (Executive Director)
- iii. Three fourth of the Board of Directors comprises of Non-Executive Directors (Three Independent Directors & One Non-Executive Director);

2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- a. Audit Committee
- b. Nomination & Remuneration Committee
- c. Stakeholders Relationship Committee
- d. Risk Management Committee (as applicable)

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.

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Any comments/observations/advice of the board of directors may be mentioned here.

For Kosamattam Finance Limited

For Kosamattam Finance Limited

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

Mathew K. Cherian
Managing Director
DIN : 01286073

A handwritten signature in blue ink, appearing to read 'Sreenath P.', is written over a circular blue ink stamp.

Sreenath P.
Company Secretary
M.No. F 10553



Place: Kottayam

Date: 15.04.2024

Annexure II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a)Details of business	YES	Regulation 46(2) is not applicable to Debt listed entity. However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
b)Terms and conditions of appointment of independent director	YES	Regulation 46(2) is not applicable to Debt listed entity. However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
c) Composition of various committees of board of directors	YES	Regulation 46(2) is not applicable to Debt listed entity. However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
d) Code of conduct of board of directors and senior management personnel	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.

f) Criteria of making payments to non-executive directors	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
g) Policy on dealing with related party transactions	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
h)Policy for determining 'material' subsidiaries	NA	No material subsidiary for the company
i) Details of familiarization programmes imparted to independent directors	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
j) Email address for grievance redressal and other relevant details	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
l) Financial results	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
m) Shareholding pattern	YES	Regulation 46(2) is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to

		Regulation 62.
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	YES	Regulation 47 is not applicable to Debt listed entity.However company has published its quarterly financials in newspaper.
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES	Regulation 46(2) t is not applicable to Debt listed entity.However company has disclosed the same in its website www.kosamattam.com pursuant to Regulation 62.
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
As per other regulations of the LODR		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	Regulation 46(2) is not applicable to Debt listed entity
b) Materiality Policy as	YES	Regulation 30 is not applicable to Debt

per Regulation 30		listed entity.
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Regulation 43A is not applicable to Debt listed entity. However company has not distributed any dividend during the financial year

II Annual Affirmation

Particulars	Regulation Number	Compliance Status(Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1), 17(1A) & 17(1B)	YES
Meeting of board of directors	17(2)	YES
Quorum of board meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for Appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Director	17(10)	YES
Recommendation of board	17(11)	YES
Maximum number of directorship	17A	YES

Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Quorum of Nomination and Remuneration Committee meeting	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	YES
Meeting of Stakeholder Relationship Committee	20 (3A)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	YES
Meeting of Risk Management Committee	21(3A)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party Transactions	23(4)	YES
Disclosure of related party transactions on consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to	24(2),(3),(4),(5) & (6)	NA

subsidiary of listed entity		
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	YES
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
Directors and Officers insurance	25(10)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	YES
Disclosure of Shareholding by Non Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is “No” details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

For Kosamattam Finance Limited



Mathew K. Cherian
Managing Director
DIN : 01286073

For Kosamattam Finance Limited



Sreenath P.
Company Secretary
M.No. F 10553



Annexure III

(Half Year ended 31st March, 2024)

<u>Affirmations</u>			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	NA Regulation 46 under Chapter IV SEBI (LODR) 2015 is not applicable to the Company.
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	"Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA Regulation 34 under Chapter IV SEBI (LODR) 2015 is not applicable to the Company.

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2.If status is "No" details of non-compliance may be given here.

3.If the Listed Entity would like to provide any other information the same may be indicated here.

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For Kosamattam Finance Limited

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Mathew K. Cherian
Managing Director
DIN : 01286073

For Kosamattam Finance Limited

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Sreenath P.
Company Secretary
M.No. F 10553



Annexure IV

Half year ending 31st March, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

Applicable as the Company has given loans to its promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity & has not given any guarantee for any loans availed by Promoters/Directors/KMP/Related Parties

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during 6 months	Balance outstanding at the end of 6 months
Promoter or any other entity controlled by them	--	--
Promoter Group or any other entity controlled by them	--	--
Directors (including relatives) or any other entity controlled by them	Rs.7,00,00,000	Rs.7,00,00,000
KMPs or any other entity controlled by them	--	--

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	--	--	--
Promoter Group or any other entity controlled by them	--	--	--
Directors (including relatives) or any other entity controlled by them	--	--	--
KMPs or any other entity controlled by them	--	--	--

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	--	--	--
Promoter Group or any other entity controlled by them	--	--	--
Directors (including relatives) or any other entity controlled by them	--	--	--
KMPs or any other entity controlled by them	--	--	--

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Kosamattam Finance Limited

For Kosamattam Finance Limited



Mathew K. Cherian
Managing Director
DIN : 01286073



Sreenath P.
Company Secretary
M.No. F 10553



Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

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- a) by a government company to/ for the Government or government company
- b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- c) by a banking company or an insurance company ; and
- d) by the listed entity to its employees or directors as a part of the service conditions.

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..

Details of Cyber Security Incidence		
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event	Brief details of the event	
NA	NA	

Kindly take the above on record and acknowledge the receipt.

For Kosamattam Finance Limited


Mathew K. Cherian
Managing Director
DIN : 01286073

For Kosamattam Finance Limited


Sreenath P.
Company Secretary
M.No. F 10553



Place: Kottayam

Date: 15.04.2024