



KERALA FINANCIAL CORPORATION

(INCORPORATED UNDER THE STATE FINANCIAL CORPORATIONS ACT No. LXIII OF 1951)

H.O. VELLAYAMBALAM, THIRUVANANTHAPURAM - 695033

Phone: 0471 - 2737500 (30 Lines) Fax : 2311750, 2318541, 2722090, 2313813

e-mail: kfc@kfc.org website : www.kfc.org

IS / ISO 9001



KFC/F&A/BSE/2025-26

17.07.2025

The Manager
Listing Compliance
BSE Limited
P.J Tower, Dalal Street
Fort, Mumbai - 400 001

Dear Sir/Madam,

Sub: Regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find attached the Corporate Governance Report as on June 30, 2025.

The above is for your information and records.

For **Kerala Financial Corporation**

Nandhini Vijayaraghavan

Company Secretary & Compliance Officer

കേരള ഫിനാൻഷ്യൽ കോർപ്പറേഷൻ
(1951-ലെ സ്റ്റേറ്റ് ഫിനാൻഷ്യൽ കോർപ്പറേഷൻ ആക്ട് നം. LXIII പ്രകാരം രൂപീകൃതമായത്)
വെള്ളയമ്പലം, തിരുവനന്തപുരം-695033

Format of Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. Name of the Listed Entity: Kerala Financial Corporation

2. Quarter ending: June 30, 2025

I. Composition of Board of Directors													
Titl e (M r . / Ms)	Name of the Director	PAN \$	DIN	Categor y (Chairp erson /Execut ive/Non - Executi ve/in depend ent/ Nomine e) &	Initi al Date of Appo intm ent	Dat e of Re- app oint men t	Date of Cessa tion	Tenu re*	Date of Birth	No. of directo rship in listed entities includi ng this listed entity [with referen ce to Regulat ion 17A]	No. of Independ ent Directors hip in listed entities including this listed entity [with reference to proviso to regulatio n 17A(1)] & reg. 17A(2)]	No. of members hips in Audit/ Stakehol der Committe e(s) including this listed entity (Refer Regulatio n 26(1) of the LODR Regulatio ns)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr.	Dr.A. Jayathilak. IAS	<div></div> <div></div>	033461 79	Chairma n (Non- Executiv	28- 10- 2024	-	-	-	16- 06- 1966	01	0	0	0

				e Director)									
Mr.	Sriram Venkitarama n IAS		079485 04	Managin g Director(Executiv e)	31- 08- 2024	-	-	-	28-11- 1986	01	0	0	0
Mr.	S.Harikishor e IAS		066223 04	Nominee	12- 08- 2021	-	-	-	14-10- 1980	03	0	0	0
Mr.	Subbarao Sreepathy		096383 05	Nominee	22- 05- 2024	-	-	-	28-04- 1967	01	0	0	0
Mr.	Shaju Raphel T		106617 17	Nominee	22- 05- 2024	-	-	-	01-06- 1969	01	0	02	0
Mr.	B. Ajish		-	Nominee	19- 05- 2025	-	-	-	31-05- 1968	01	0	02	0
Mr.	Manmohan		101086	Nominee	04- 09-	-	-	-	08-08-	01	0	02	02

	Swain		69		2024				1972				
Whether Regular chairperson appointed - Yes													
Whether Chairperson is related to managing director or CEO - NO													
<p>\$PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>&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</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> <p>** for counting the No. of Directorship and Committee Membership & Chairmanship in listed entities, only equity listed entities are considered.</p>													

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairpers on/Membe r)	Date of Appointm ent	Date of Cessation
1. Audit Committee	Yes	Shri. Manmohan Swain	Chairman	04.09.2024	-
		Shri. B. Ajish	Member	19-05-2025	-

		Shri. Shaju Raphel T	Member	22.05.2024	-
2. Nomination & Remuneration Committee	Yes	Shri. B. Ajish	Chairman	19-05-2025	-
		Shri. Shaju Raphel T	Member	22.05.2024	-
		Shri. Manmohan Swain	Member	04.09.2024	-
3. Risk Management Committee (if applicable)	Yes	Shri. Manmohan Swain	Chairman	04.09.2024	-
		Shri. B. Ajish	Member	19-05-2025	-
		Shri Rajesh R	Member	27.05.2024	-
4. Stakeholders Relationship Committee	Yes	Shri. Manmohan Swain	Chairman	04.09.2024	-
		Shri.Shaju Raphel T	Member	22.05.2024	-
		Shri. B. Ajish	Member	19-05-2025	-

\$ Employee of the Company

III. Meeting of Board of Directors					
Date(s) of Meeting in the previous quarter	Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
11-02-2025	21-05-2025	Yes	6	0	6
18-02-2025		Yes	5	0	92
* to be filled in only for the current quarter meetings					

IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	20-05-2025	Yes	3	0	10-02-2025	99

* to be filled in only for the current quarter meetings

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

V. Related Party Transactions

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

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.

V. Affirmations

We hereby affirm that we are complying with Regulation 27(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as we would be covered under "High Value Debt Listed Entities

VI. Annexure I

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

9	Any comments/observations/advice of Board of Directors may be mentioned here:	
---	--	--

For Kerala Financial Corporation

Company Secretary & Compliance Officer