



# KERALA FINANCIAL CORPORATION

HO: VELLAYAMBALAM, THIRUVANANTHAPURAM - 695 033

Phone : 0471- 2315891, 2737566

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



KFC/F&A/BSE/2024-25

19.10.2024

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

Dear Sir,

Sub: Corporate Governance Report under Regulation 27 (2) (a) of SEBI (LODR) Regulations, 2015 for the quarter ended 30<sup>th</sup> September, 2024.

Ref: Extensive Corporate Governance and disclosure requirements Extended to Debt Listed Entities.

With reference to Regulation 27 (2) (a) of Extensive Corporate Governance and disclosure requirements Extended to Debt Listed Entities SEBI (LODR) Regulations, 2015 we hereby furnish you the required details applicable for us as on 30<sup>th</sup> September, 2024. Kindly take the same on record.

Yours Faithfully



Company Secretary & Compliance Officer

**NANDHINI VIJAYARAGHAVAN**  
Company Secretary  
Kerala Financial Corporation

കേരള ഫിനാൻഷ്യൽ കോർപ്പറേഷൻ

(1951-ലെ സ്റ്റോക്ക് ഫിനാൻഷ്യൽ കോർപ്പറേഷൻ ആക്റ്റ് നം. LXIII പ്രകാരം രൂപീകൃതമായത്)  
വെള്ളയമ്പലം, തിരുവനന്തപുരം-695033



# 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



## **Corporate Governance Report under Regulation 27(2) (a) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

1. Name of Listed Entity – Kerala Financial Corporation
2. Quarter Ending – 30<sup>th</sup>September 2024

### **I. Composition of Board of Directors**

Title (Mr./Mrs.)	Mr.	MR.	Mr.	Mr.	Mr.	Mr.	Mr.	Mr
Name of the Director	Sanjay Kaul IAS	Sriram Venkitaraman IAS	S.Harikishore IAS	Subbarao Sreepathy	Shaju Raphel T	Premkumar S	Seshu Babu Palle	Manmohan Swain
PAN	ADRPK3878N	APOPV9889B	BBYPS7397N	AFMPS4735B	ADKPT8488L	AIZPS7129R	ADFPP3994A	ADMPS7681N
DIN	01260911	07948504	06622304	09638305				
Category (Chairperson /Executive/NonExecutive/independent/ Nominee)&	Chairman & Managing Director (Executive)	Managing Director (Executive)	Nominee	Nominee	Nominee	Nominee	Nominee	Nominee
Date of Appointment in the current term /cessation	01.06.2021till 31.08.2024	31.08.2024	12.08.2021	22.05.2024	22.05.2024	11.08.2022	17.06.2023 till 03.09.2024	04.09.2024
Tenure (in years)*	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
No of Directorship in entities including this listed entity	1. KERALA INDUSTRIAL CORRIDOR DEVELOPMENT CORPN LTD 2. KERALA TOURISM INFRASTRUCTURE	1. KERALA STATE CIVIL SUPPLIES CORPN LTD 2. ADDITIONAL SKILL ACQUISITION PROGRAMME	1. GEOJIT FINANCIAL SERVICES LIMITED 2. INKEL LIMITED 3. THE KERALA MINERALS AND METALS LIMITED 4. KERALA	1. CANBANK FACTORS LIMITED 2. KARNATAKA ASSET MANAGEMENT COMPANY				

	<p>3. LIMITED TAJ KERALA HOTELS AND RESORTS LTD</p> <p>4. KERALA HIGH SPEED RAIL CORPORATION LIMITED</p> <p>5. THIRUVA NANTHAPURAM INTERNATIONAL AIRPORT LTD</p> <p>6. SMART CITY THIRUVA NANTHAPURAM LIMITED</p> <p>7. CHAMPS BOAT LEAGUE LTD</p> <p>8. KERALA FINANCIAL CORPORATION</p>	<p>3. KERALA FINANCIAL CORPORATION</p>	<p>ACADEMY FOR SKILLS EXCELLENCE</p> <p>5. KERALA STATE INDUSTRIAL DEVELOPMENT CORPN LTD</p> <p>6. MARINE PRODUCTS INFRASTRUCTURE DEVELOPMENT CORPORATION PRIVATE LIMITED</p> <p>7. BRAHMOS AEROSPACE THIRUVANANTHAPURAM LIMITED</p> <p>8. KERALA RUBBER LIMITED</p> <p>9. KERALA LIFESCIENCES INDUSTRIES PARKS PRIVATE LIMITED</p> <p>10. MALABAR CEMENTS LTD</p> <p>11. NITTA GELATIN INDIA</p>	<p>PRIVATE LIMITED</p> <p>3. KARNATAKA TRUSTEE COMPANY PRIVATE LIMITED</p> <p>4. KERALA FINANCIAL CORPORATION</p>				
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			LIMITED 12. KERALA COFFEE LIMITED 13. KERALA FINANCIAL CORPORAT ION					
Number of Directorship in listed entities including this listed entity (Reference to Reg 17A (1) of Listing Regulations)	1	1	3	1	1	1	1	1
Number of Independent Directorship in listed entities including this listed entity (Reference to Reg 17A (1) of Listing Regulations)	-	-	-	-	-	-	-	-
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity					2	2	-	-
No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity							2	2

Whether regular Chairperson is appointed- NO

Whether Chairperson is related to Managing Director or CEO- No

\$ PAN of any Director would not be displayed on the website of Stock Exchange & Category means Chairperson and/or Directors viz., executive/ non-executive/ independent/ nominee if a director fits into more than one category, write all category separating them with hyphen

\* To be filled in 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

## II. Composition of Committees

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	Shri.Seshu Babu Palle	Chairman	17.06.2023	03.09.2024
		Shri.Premkumar S	Nominee	10.08.2022	-
		Shri. Shaju Raphel T	Nominee	22.05.2024	-
		Shri. Manmohan Swain	Chairman	04.09.2024	-
2. Nomination & Remuneration Committee	Yes	Shri.Premkumar S	Chairman	10.08.2022	-
		Shri.Seshu Babu Palle	Nominee	17.06.2023	03.09.2024
		Shri. Shaju Raphel T	Nominee	22.05.2024	-
		Shri. Manmohan Swain	Nominee	04.09.2024	-
3. Stakeholders Relationship Committee	Yes	Shri.Seshu Babu Palle	Chairman	17.06.2023	03.09.2024
		Shri.Shaju Raphel T	Nominee	22.05.2024	-
		Shri.Premkumar S	Nominee	10.08.2022	-
		Shri. Manmohan Swain	Chairman	04.09.2024	-
4. Risk Management Committee	Yes	Shri.Seshu Babu Palle	Chairman	17.06.2023	03.09.2024
		Shri.Premkumar S	Nominee	10.08.2022	-
		Shri Rajesh R	Nominee \$	27.05.2024	-
		Shri. Manmohan Swain	Chairman	04.09.2024	-

\$ Employee of the Company

### III.Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
27.05.2024	12.08.2024

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)
Audit Committee – 08.08.2024	Yes
Nomination and Remuneration Committee – 30.08.2024	Yes
Risk Management Committee – 08.08.2024	Yes

\* This information has to be mandatorily be given for audit 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

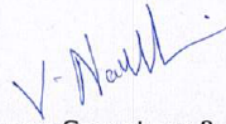
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the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

### For Kerala Financial Corporation



Company Secretary & Compliance Officer

**NANDHINI VIJAYARAGHAVAN**

**Company Secretary  
Kerala Financial Corporation**

