



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

17.01.2025

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

Dear Sir/Madam,

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

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

With reference to Regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby submit the Corporate Governance Report as on December 31, 2024.

The above is for your information and records.

Thanking you

For Kerala Financial Corporation

**NANDHINI VIJAYARAGHAVAN
Company Secretary
Kerala Financial Corporation**

Nandhini Vijayaraghavan

Company Secretary & Compliance Officer

Membership No: A42940





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



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: December 31, 2024

I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN\$	DIN	Category (Chairpers on /Executive /Non- Executive/ in dependent / Nominee) &	Initial Date of Appointmen t	Dat e of Re- ap poi nt me nt	Date of Cess ation	Te nu re*	Date of Birth	No. of director ship in listed entitles includin g this listed entity [with referenc e to Regulati on 17A]	No. of Independent Directorship in listed entitles including this listed entity [with reference to proviso to regulation 17A(1)] & reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entitles including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr.	Dr.A. Jayathilak. IAS		03346179	Chairman (Executive Director)	28-10-2024	-	-	-	16-06-1966	01	0	0	0
Mr.	Sriram Venkitarama- n IAS		07948504	Managing Director (Executive)	31-08-2024	-	-	-	28-11-1986	01	0	0	0

Mr.	S.Harikishore IAS		06622304	Nominee	12-08-2021	-	-	-	14-10-1980	03	0	0	0
Mr.	Subbarao Sreepathy		09638305	Nominee	22.05.2024	-	-	-	28-04-1967	01	0	0	0
Mr.	Shaju Raphel T		10661717	Nominee	22-05-2024	-	-	-	01-06-1969	01	0	02	0
Mr.	Premkumar S		-	Nominee	11-08-2022	-	-	-	-	01	0	02	0
Mr.	Manmohan Swain		10108669	Nominee	04-09-2024	-	-	-	08-08-1972	01	0	02	02

Whether Regular chairperson appointed - NO

Whether Chairperson is related to managing director or CEO - NO

\$PAN number of any director would not be displayed on the website of Stock Exchange

&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

* 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.

** for counting the No. of Directorship and Committee Membership & Chairmanship in listed entities, only equity listed entities are considered.

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. Manmohan Swain	Chairman	04.09.2024	-
		Shri.Premkumar S	Nominee	10.08.2022	-
		Shri. Shaju Raphael T	Nominee	22.05.2024	-
2. Nomination & Remuneration Committee	Yes	Shri.Premkumar S	Chairman	10.08.2022	-
		Shri. Shaju Raphael T	Nominee	22.05.2024	-
		Shri. Manmohan Swain	Nominee	04.09.2024	-
3. Risk Management Committee (if applicable)	Yes	Shri. Manmohan Swain	Chairman	04.09.2024	-
		Shri.Premkumar S	Nominee	10.08.2022	-
		Shri Rajesh R	Nominee \$	27.05.2024	-
4. Stakeholders Relationship Committee	Yes	Shri. Manmohan Swain	Chairman	04.09.2024	-
		Shri.Shaju-Raphael-T	Nominee	22.05.2024	-
		Shri.Premkumar S	Nominee	10.08.2022	-

\$ 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)
12-08-2024	07-11-2024	Yes	5	-	87
-	-	Yes	5	-	-
* 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	06-11-2024	Yes	3	-	08-08-2024	90

* 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	N/A
Whether share holder approval obtained for material RPT	N/A
Whether details of RPT entered into pursuant to omnibus approval has been reviewed by Audit Committee	N/A

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.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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 (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000)
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 has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For Kerala Financial Corporation



Nandhini Vijayaraghavan

Company Secretary & Compliance Officer

NANDHINI VIJAYARAGHAVAN
Company Secretary
Kerala Financial Corporation

