

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED ON 30TH JUNE 2023**

<b>General information about company</b>	
Scrip code	543278
NSE Symbol	KALYANKJIL
MSEI Symbol	NA
ISIN	INE303R01014
Name of the entity	KALYAN JEWELLERS INDIA LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

## Annexure I

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory														Nil				
Whether the listed entity has a Regular Chairperson														Yes				
Whether Chairperson related to Promoter														No				
SL No	Title (Mr / Ms)	Name of the Director	Category 1 of Directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed?	Date of Passing Special Resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	No of Independent Directors in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr	Vinod Rai	Non-Executive - Independent Director	Chairperson		23-05-1948	No	Active	Yes	22-09-2022	01-07-2022	01-07-2022		12.00	2	2	2	1
2	Mr	TS Kalyanaraman	Executive Director	Not Applicable	MD	23-05-1947	No	Active	No	NA	29-01-2009	20-06-2019			1	0	0	0
3	Mr	TK Seetharam	Executive Director	Not Applicable		20-10-1975	No	Active	No	NA	29-01-2009	20-06-2019			1	0	1	0
4	Mr	TK Ramesh	Executive Director	Not Applicable		16-07-1978	No	Active	No	NA	29-01-2009	20-06-2019			1	0	1	0
5	Mr	Salil Nair	Non-Executive - Non Independent Director	Not Applicable		01-06-1965	No	Active	No	NA	29-05-2020	29-05-2020			1	0	0	0
6	Mr	Anish Kumar Saraf	Non-Executive - Nominee Director	Not Applicable		30-10-1977	No	Active	No	NA	23-11-2018	23-11-2018			2	0	4	1
7	Mr	ADM Chavali	Non-Executive - Independent Director	Not Applicable		09-05-1954	No	Active	No	NA	28-03-2016	28-03-2021		88.00	1	1	2	2
8	Mr	TS Anantharaman	Non-Executive - Independent Director	Not Applicable		26-06-1948	No	Active	Yes	22-09-2022	15-12-2018	15-12-2018		54.00	1	1	2	1
9	Mrs	Kishori Jayendra Udeshi	Non-Executive - Independent Director	Not Applicable		13-10-1943	No	Active	Yes	17-01-2018	17-01-2018	17-01-2023		66.00	5	5	5	2
10	Mr	Anil S Nair	Non-Executive - Independent Director	Not Applicable		19-11-1971	No	Active	No	NA	29-05-2020	29-05-2020		37.00	1	1	0	0

## II. Composition of Committees

Audit Committee						
Whether the Audit Committee has a Regular Chairperson				Yes		
SI No	DIN Number	Name of Committee	Category 1 of directors	Category 2 of directors	Date of Appointment	Date Of Cessation
1	00374673	ADM Chavali	Non-Executive -Independent Director	Chairperson	28-03-2016	NA
2	00480136	T S Anantharaman	Non-Executive -Independent Director	Member	07-02-2023	NA
3	00322784	Anish Kumar Saraf	Non-Executive - Nominee Director	Member	23-11-2018	NA

Nomination and Remuneration Committee						
Whether the Nomination and Remuneration Committee has a Regular Chairperson				Yes		
SI No	DIN Number	Name of Committee	Category 1 of directors	Category 2 of directors	Date of Appointment	Date Of Cessation
1	00041867	Vinod Rai	Non-Executive -Independent Director	Member	07-02-2023	NA
2	00374673	ADM Chavali	Non-Executive -Independent Director	Chairperson	28-03-2016	NA
3	00322784	Anish Kumar Saraf	Non-Executive - Nominee Director	Member	23-11-2018	NA

Stakeholders Relationship Committee					
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes	
SI No	DIN Number	Name of Committee	Category 1 of directors	Category 2 of directors	Date of Appointment
1	00480136	TS Anatharaman	Non-Executive -Independent Director	Chairperson	13-07-2020
2	01021898	TK Seetharam	Executive Director	Member	13-07-2020
3	01021868	TK Ramesh	Executive Director	Member	13-07-2020

Risk Management Committee					
Whether the Risk Management Committee has a Regular Chairperson				Yes	
SI No	DIN Number	Name of Committee	Category 1 of directors	Category 2 of directors	Date of Appointment
1	01955091	Salil Nair	Non-Executive - Non Independent Director	Chairperson	13-07-2020
2	08327721	Anil S Nair	Non-Executive - Independent Director	Member	13-07-2020
3	01021898	TK Seetharam	Executive Director	Member	13-07-2020

<b>Corporate Social Responsibility Committee</b>						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes		
<b>SI No</b>	<b>DIN Number</b>	<b>Name of Committee</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	01021928	TS Kalyanaraman	Executive Director	Chairperson	15-04-2014	NA
2	01021898	TK Seetharam	Executive Director	Member	15-04-2014	NA
3	00374673	ADM Chavali	Non-Executive - Independent Director	Member	07-02-2023	NA

<b>Other Committee</b>					
<b>SI No</b>	<b>DIN Number</b>	<b>Name of Committee</b>	<b>Name of Other Committee</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>
1	01021928	TS Kalyanaraman	Executive Committee	Executive Director	Chairperson
2	01021898	T K Seetharam	Executive Committee	Executive Director	Member
3	01021868	T K Ramesh	Executive Committee	Executive Director	Member

III. Meeting of Board of Directors						
SL No	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
1	07-02-2023		Yes	11	11	6
2	31-03-2023	51	Yes	10	10	5
3	15-05-2023	44	Yes	10	10	5

IV. Meeting of Committees									
Sr	Name of Committee	Date(s) of meeting	Maximum gap between any two consecutive (in number of days)	Name of other committee	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	07-02-2023			Yes	3	3	2	0
2	Audit Committee	16-03-2023	36		Yes	4	4	3	0
3	Audit Committee	15-05-2023	59		Yes	3	3	2	0
4	Stakeholders Relationship Committee	16-03-2023			Yes	3	3	1	0
5	Nomination and Remuneration Committee	06-06-2023	81		Yes	3	3	2	0
6	Risk Management Committee	18-01-2023			Yes	3	3	1	0
7	Corporate Social Responsibility Committee	23-01-2023	4		Yes	3	3	1	0
8	Corporate Social Responsibility Committee	24-03-2023	59		Yes	4	4	2	0

<b>V. Related Party Transactions</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by	Yes

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. <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations,2015. <b>c.Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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:	Yes

Annexure 1		
Sr	Subject	Compliance Status
1	Name of Signatory	Jishnu RG
2	Designation	Company Secretary & Compliance Officer

Signatory Details	
Name of signatory	Jishnu RG
Designation	Company Secretary and Compliance Officer
Place	Thrissur
Date	05-07-2023