

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L36911KL2009PLC024641

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCK6079K

(ii) (a) Name of the company

KALYAN JEWELLERS INDIA LIM

(b) Registered office address

Corporate Office, TC-32/204/2
SITARAM MILL ROAD / PREMJI ROAD, PUNKUNNAM
THRISSUR
Thrissur
Kerala
686002

(c) * e-mail ID of the company

cs@kalyanjewellers.net

(d) * Telephone number with STD code

04872437333

(e) Website

cs@kalyanjewellers.net

(iii) Date of Incorporation

29/01/2009

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) * Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

12/08/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

9

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ENOVATE LIFESTYLES PRIVATE	U74900MH2010PTC211692	Subsidiary	85
2	Kalyan Jewellers FZE, UAE		Subsidiary	100

3	Kalyan Jewellers LLC, UAE		Subsidiary	100
4	Kalyan Jewellers For Golden Je		Subsidiary	100
5	Kalyan Jewellers LLC, Qatar		Subsidiary	100
6	Kenouz Al Sharq Gold Ind. LLC		Subsidiary	100
7	Kalyan Jewellers LLC, Oman		Subsidiary	100
8	Kalyan Jewelers,INC, USA		Subsidiary	100
9	Kalyan Jewellers Bahrain W.L.L		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,000,500,000	1,030,053,057	1,030,053,057	1,030,053,057
Total amount of equity shares (in Rupees)	20,005,000,000	10,300,530,570	10,300,530,570	10,300,530,570

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	2,000,500,000	1,030,053,057	1,030,053,057	1,030,053,057
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	20,005,000,000	10,300,530,570	10,300,530,570	10,300,530,570

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	5	1,030,053,010	3057	10,300,530	10,300,530	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify				0	0	
nil						
At the end of the year	5	1,030,053,0	1030053057	10,300,530,	10,300,530,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
nil						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

115,840,240,000

(ii) Net worth of the Company

36,666,220,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	623,744,492	60.55	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Nil	0	0	0	
	Total	623,744,492	60.55	0	0

Total number of shareholders (promoters)

9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	51,884,583	5.04	0	
	(ii) Non-resident Indian (NRI)	1,939,614	0.19	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	305,382,041	29.65	0	
7.	Mutual funds	20,609,513	2	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	17,532,602	1.7	0	
10.	Others FDI,FPI & Others	8,960,212	0.87	0	
	Total	406,308,565	39.45	0	0

Total number of shareholders (other than promoters)

224,392

**Total number of shareholders (Promoters+Public/
Other than promoters)**

224,401

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

15

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Highdell Investment L	C/O Kotak Mahindra Bank Limited			245,331,151	23.81
Government Of Singa	Citibank N.A. Custody Services Fife			11,302,441	1.09
Franklin India Smaller	Hsbc Securities Services 11Th Flr, E			6,871,744	0.66
Vanguard Total Intern	Jpmorgan Chase Bank N.A. India S			4,765,158	0.46

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Morgan Stanley Asia (C	Citibank N.A. Custody Services Fifc			4,564,000	0.44
Vanguard Emerging M	A Series Of Vanguard Internation			4,075,075	0.39
Government Pension	Custody Services Fifc- 9Th Floor, C			3,730,000	0.36
Hsbc Global Investme	Hsbc Securities Services 11Th Flr, E			3,071,072	0.29
Goldman Sachs (Singa	Standard Chartered Bank Securitie			3,000,000	0.29
Ghisallo Master Fund I	Custody Services Fifc- 9Th Floor, G			2,920,000	0.28
Societe Generale - Od	Jeevan Seva Extension Building Gr			2,550,000	0.24
Vanguard Fiduciary Tr	Total International Stock Market I			2,096,550	0.2
Florida Retirement Sys	Deutsche Bank Ag, Db House Haza			1,576,000	0.15
The Alger Funds - Alg	Hsbc Securities Services 11Th Floo			1,309,074	0.12
Janus Henderson and	Bnp Paribas,Bnp Paribas House 1 M			3,350,551	0.87

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	4	9
Members (other than promoters)	271,583	224,401
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	3	0	57.06	0
B. Non-Promoter	0	6	0	6	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	5	0	5	0	0

C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	1	0	1	0	0
Total	3	7	3	7	57.06	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VINOD RAI	00041867	Director	0	
SEETHARAMA IYER TI	01021928	Managing Director	215,689,376	
SEETHARAM TRIKKUR	01021898	Whole-time directo	186,064,242	
RAMESH TRIKKUR KA	01021868	Whole-time directo	186,064,242	
SALIL NAIR	01955091	Director	12,500	
ANISH KUMAR SARAF	00322784	Director	0	
AGNIHOTRA DAKSHIN	00374673	Director	0	
TRIKKUR ANANTHARA	00480136	Director	0	
KISHORI JAYENDRA U	01344073	Director	0	
ANIL SADASIVAN NAIF	08327721	Director	0	
SANJAY RAGHURAMA	AACPR2895J	CEO	1,551	
SWAMINATHAN VISW	ARIPS0208H	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MAHALINGAM RAMAS	07479866	Director	27/03/2023	Cessation
VINOD RAI	00041867	Director	01/07/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

0

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/05/2022	10	10	100
2	04/08/2022	11	11	100
3	10/11/2022	11	10	90.91
4	07/02/2023	11	11	100
5	31/03/2023	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

38

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/04/2022	3	3	100
2	Audit Committee	11/03/2022	3	3	100
3	Audit Committee	05/07/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	Audit Committee	04/08/2022	3	3	100
5	Audit Committee	10/11/2022	3	3	100
6	Audit Committee	07/12/2022	3	3	100
7	Audit Committee	07/02/2023	3	3	100
8	Audit Committee	16/03/2023	4	4	100
9	Nomination and Remuneration	03/06/2022	3	3	100
10	Nomination and Remuneration	05/07/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	12/08/2023
								(Y/N/NA)
1	VINOD RAI	4	4	100	0	0	0	Yes
2	SEETHARAM	5	5	100	24	24	100	Yes
3	SEETHARAM	5	5	100	28	28	100	Yes
4	RAMESH TRIPATHI	5	5	100	21	21	100	Yes
5	SALIL NAIR	5	4	80	3	3	100	Yes
6	ANISH KUMAR	5	5	100	10	10	100	Yes
7	AGNIHOTRA	5	5	100	14	14	100	Yes
8	TRIKKUR ANAND	5	5	100	2	2	100	Yes
9	KISHORI JAYARAM	5	5	100	0	0	0	Yes
10	ANIL SADASHIV	5	5	100	3	3	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SEETHARAMA IYE	Managing Director	60,640,000	0	0	0	60,640,000
2	SEETHARAM TRIKURUPU	Whole-time director	60,640,000	0	0	0	60,640,000
3	RAMESH TRIKURUPU	Whole-time director	60,640,000	0	0	0	60,640,000
	Total		181,920,000	0	0	0	181,920,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SWAMINATHAN VIJAYAKRISHNAN	CFO	16,610,000	0	0	0	16,610,000
2	SANJAY RAGHURAM	CEO	16,220,000	0	0	0	16,220,000
3	RETNAVILASAM GANESAN	CS	2,330,000	0	0	0	2,330,000
	Total		35,160,000	0	0	0	35,160,000

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VINOD RAI	CHAIRMAN NON EXECUTIVE	0	2,600,000	0	400,000	3,000,000
2	AGNIHOTRA DAKSHINAMURTHI	INDEPENDENT	0	500,000	0	500,000	1,000,000
3	MAHALINGAM RAMANATHAN	INDEPENDENT	0	600,000	0	400,000	1,000,000
4	TRIKKUR ANANTHAKRISHNAN	INDEPENDENT	0	500,000	0	500,000	1,000,000
5	ANIL SADASIVAN	INDEPENDENT	0	500,000	0	500,000	1,000,000
6	SALIL NAIR	NON EXECUTIVE	0	500,000	0	400,000	900,000
7	KISHORI JAYENDRAN	INDEPENDENT	0	500,000	0	500,000	1,000,000
	Total		0	5,700,000	0	3,200,000	8,900,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SURESH MV

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

17830

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

17

dated

11/05/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

KALYANAR

AMAN T S

Digitally signed by

KALYANARAMAN T S

Date: 2023.08.16

12:37:48 +05'30'

DIN of the director

01021928

To be digitally signed by

Gautam

R Mallaya

Digitally signed by

Gautam R Mallaya

Date: 2023.08.16

15:38:16 +05'30'

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

9015

Certificate of practice number

10193

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Form MGT 8 22 23 Final Sd.pdf

List of Committee Meetings KJIL 2023 Sigr

note.pdf

Top100.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Suresh MV
MCom, LLB, FCS
Senior Partner

SMS&CO
COMPANY SECRETARIES LLP

Ph: 0487 2323401, Mob : 9447726399, 9562983611
Email : smscollp@gmail.com, sureshmv1966@gmail.com

Form No. MGT-8
[Pursuant to section 92(2) of the Companies
Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and paper of **M/s. KALYAN JEWELLERS INDIA LIMITED** (the Company) having CIN: L36911KL2009PLC024641 required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31st March, 2023**.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A.** The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** During the aforesaid financial year, the Company has complied with provisions of the Act and Rules made there under in respect of:
 - 1. The Company's status under the Act is as a listed Public Limited Company. The equity shares of the Company are listed in both National Stock Exchange and Bombay Stock Exchange.
 - 2. Maintenance of registers/records & making entries therein within the time prescribed there for;
 - 3. Filing of forms and returns as stated in the annual Return, with the Registrar of Companies is within the prescribed time;
 - 4. Calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions

passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;

5. Closure of Register of Members- **NIL**.
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act- **NIL**.
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances: - **NIL**.
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. -**Not Applicable**.
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act- **Not Applicable**.; However, the Board of Directors at their meeting held on May, 15, 2023 has recommended payment of ₹ 0.50 Paise per equity share being 5% on the face value of ₹ 10 each as final dividend for the financial year ended March,31 2023. The payment of dividend is subject to approval of the shareholders at the 15th Annual General Meeting ("AGM") of the Company.
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Appointment/ disclosures of the Directors and the remuneration paid to them and Key Managerial Personnel; The Company appointed **Mr. Vinod Rai** [a non-executive (Independent) director] who is not related to the Managing Director or Chief Executive Officer as Chairperson with effect from 01st July 2022. Mr. M Ramaswamy is ceased to be an Independent Director of the Company upon completion of his second term of 2 (Two) consecutive years at the close of business hours on 27th March 2023. No other change(s) in the composition of the Board of Directors took place during the period under review.
13. Appointment of auditors as per the provisions of section 139 of the Act;
14. Occasion warranting approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act – **NIL**.
15. Acceptance/ renewal/ repayment of deposits- **Not Applicable**.

16. Borrowings from banks and others and creation/ modification/satisfaction of charges in that in that respect, wherever applicable.

17. Loans and investments or guarantees given or to its subsidiaries and/or step- down subsidiaries, as the case may be.

18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company: **Not Applicable.**

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CS. Suresh MV,
M.No: 9741, COP No: 17830

Place: Thrissur
Date: 14.08.2023

UDIN: F009741E000798573
PR NO: 1406/2021



LIST OF COMMITTEE MEETINGS HELD DURING THE YEAR 2022-2023

SL No	Name of the Committee Meeting	Date of the Meeting	Total Number of members as on the date of meeting	Number of members attended	% of attendance
Audit Committee Meeting					
1	Audit Committee Meeting	26.04.2022	3	3	100
2	Audit Committee Meeting	11.05.2022	3	3	100
3	Audit Committee Meeting	05.07.2022	3	3	100
4	Audit Committee Meeting	04.08.2022	3	3	100
5	Audit Committee Meeting	10.11.2022	3	3	100
6	Audit Committee Meeting	07.12.2022	3	3	100
7	Audit Committee Meeting	07.02.2023	3	3	100
8	Audit Committee Meeting	16.03.2023	4	4	100
Nomination and Remuneration Committee					
1	Nomination and Remuneration Committee	03.06.2022	3	3	100
2	Nomination and Remuneration Committee	05.07.2022	3	3	100
Stakeholders Relationship Committee					
1	Stakeholders Relationship Committee	16.03.2023	3	3	100
Risk Management Committee					
1	Risk Management Committee	20.06.2022	3	3	100
2	Risk Management Committee	10.11.2022	3	3	100
3	Risk Management Committee	18.01.2023	3	3	100
Corporate Social Responsibility Committee					
1	Corporate Social Responsibility Committee	18.07.2022	3	3	100
2	Corporate Social Responsibility Committee	26.10.2022	3	3	100
3	Corporate Social Responsibility Committee	23.01.2023	3	3	100
4	Corporate Social Responsibility Committee	24.03.2023	3	3	100

Kalyan Jewellers India Limited

Corporate Office -TC-32/204/2, Sitaram Mill Road, Punnamm, Thrissur, Kerala – 680 002

CIN - L36911KL2009PLC024641

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Executive Committee Meeting					
1	Executive Committee Meeting	02.05.2022	3	3	100
2	Executive Committee Meeting	17.05.2022	3	3	100
3	Executive Committee Meeting	18.06.2022	3	3	100
4	Executive Committee Meeting	01.07.2022	3	3	100
5	Executive Committee Meeting	13.07.2022	3	3	100
6	Executive Committee Meeting	02.08.2022	3	3	100
7	Executive Committee Meeting	15.09.2022	3	3	100
8	Executive Committee Meeting	06.10.2022	3	3	100
9	Executive Committee Meeting	17.10.2022	3	3	100
10	Executive Committee Meeting	04.11.2022	3	3	100
11	Executive Committee Meeting	17.11.2022	3	3	100
12	Executive Committee Meeting	06.12.2022	3	3	100
13	Executive Committee Meeting	18.12.2022	3	3	100
14	Executive Committee Meeting	09.01.2023	3	3	100
15	Executive Committee Meeting	31.01.2023	3	3	100
16	Executive Committee Meeting	03.02.2023	3	3	100
17	Executive Committee Meeting	06.02.2023	3	3	100
18	Executive Committee Meeting	07.02.2023	3	3	100
19	Executive Committee Meeting	10.02.2023	3	3	100
20	Executive Committee Meeting	09.03.2023	3	3	100

For Kalyan Jewellers India Limited

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 NAIR JISHNU

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Jishnu R G

Company Secretary and Compliance Officer
 Membership No – ACS 32820

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