

CORPORATE GOVERNANCE REPORT FOR THE QUARTER AND HALF YEAR ENDED ON 31ST MARCH 2023

General information about company	
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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous	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 hip in listed entities including this listed entity	Number of members hips in Audit/ Stakeholder Committe e(s) including this listed entity	No of post of Chairpers on in Audit/ Stakehold er Committe e 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		9.00	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	11-02-2021		85.00	1	1	2	2
8	Mr	M Ramaswamy	Non-Executive - Independent Director	Not Applicable		08-09-1948	No	Active	No	NA	28-03-2016	11-02-2021	27-03-2023	85.00	1	1	1	0
9	Mr	TS Anantharaman	Non-Executive - Independent Director	Not Applicable		26-06-1948	No	Active	Yes	22-09-2022	15-12-2018	15-12-2018		51.00	1	1	1	1
10	Mrs	Kishori Jayendra Udeshi	Non-Executive - Independent Director	Not Applicable		13-10-1943	No	Active	Yes	17-01-2018	17-01-2018	22-09-2022		63.00	5	5	5	2
11	Mr	Anil S Nair	Non-Executive - Independent Director	Not Applicable		19-11-1971	No	Active	No	NA	29-05-2020	29-05-2020		34.00	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	07479866	M Ramaswamy	Non-Executive -Independent Director	Member	28-03-2016	27-03-2023
3	00480136	T S Anantharaman	Non-Executive -Independent Director	Member	07-02-2023	NA
4	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	07479866	M Ramaswamy	Non-Executive -Independent Director	Chairperson	28-03-2016	27-03-2023
2	00374673	ADM Chavali	Non-Executive -Independent Director	Member	28-03-2016	NA
3	00041867	Vinod Rai	Non-Executive -Independent Director	Member	07-02-2023	NA
4	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

Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility 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	01021928	TS Kalyanaraman	Executive Director	Chairperson	15-04-2014	NA
2	07479866	M Ramaswamy	Non-Executive - Independent Director	Member	28-03-2016	27-03-2023
3	01021898	TK Seetharam	Executive Director	Member	15-04-2014	NA
4	00374673	ADM Chavali	Non-Executive - Independent Director	Member	07-02-2023	NA

Other Committee					
SI No	DIN Number	Name of Committee	Name of Other Committee	Category 1 of directors	Category 2 of directors
1	01021928	TS Kalyanaraman	Executive Committee	Executive Director	Chairperson
2	07479866	M Ramaswamy	Executive Committee	Executive Director	Member
3	01021898	TK Seetharam	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	10-11-2022		Yes	11	10	6
2	07-02-2023	88	Yes	11	11	6
3	31-03-2023	51	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	10-11-2022			Yes	3	3	2	0
2	Audit Committee	07-12-2022	26		Yes	3	3	2	0
3	Audit Committee	07-02-2023	61		Yes	3	3	2	0
4	Audit Committee	16-03-2023	36		Yes	4	4	3	0
5	Stakeholders Relationship Committee	16-03-2023			Yes	3	3	1	0
6	Risk Management Committee	10-11-2022			Yes	3	3	1	0
7	Risk Management Committee	18-01-2023	68		Yes	3	3	1	0
8	Corporate Social Responsibility Committee	26-10-2022			Yes	3	3	1	0
9	Corporate Social Responsibility Committee	23-01-2023	88		Yes	3	3	1	0
10	Corporate Social Responsibility Committee	24-03-2023	59		Yes	4	4	2	0

V. Related Party Transactions		
Sr	Subject	Compliance status (Yes/No/NA)
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

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		w/pdf/shareholder-info
2	Terms and conditions of appointment of independent directors	Yes		orate-governance/term
3	Composition of various committees of board of directors	Yes		net/investors/corporat
4	Code of conduct of board of directors and senior management personnel	Yes		Code%20of%20conduc
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		new/pdf/corporate-go
6	Criteria of making payments to non-executive directors	Yes		rate-governance/polic
7	Policy on dealing with related party transactions	Yes		rate-governance/polic
8	Policy for determining ‘material’ subsidiaries	Yes		orate-governance/poli
9	Details of familiarization programmes imparted to independent directors	Yes		estors/corporate-gove
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		Documents/Contact%2
11	email address for grievance redressal and other relevant details	Yes		vestors/investors-conta
12	Financial results	Yes		net/investors/quarterly
13	Shareholding pattern	Yes		vestors/shareholder-inf
14	Details of agreements entered into with the media companies and/or their associates	Yes		reholder-information/a
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		sults/FY%202022-2023
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		stors/shareholder-infor
18	Credit rating or revision in credit rating obtained	Yes		t/investors/shareholde
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		/investors/annual-repo
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		rs/shareholder-informa
21	Materiality Policy as per Regulation 30	Yes		corporate-governance/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		w/pdf/corporate-gover
23	It is certified that these contents on the website of the listed entity are correct	Yes		v.kalyanjewellers.net/ir
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

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:	Yes

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

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

Annexure II		
SL No	Subject	Compliance status
1	Name of signatory	Jishnu RG
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Jishnu RG
Designation	Company Secretary and Compliance Officer
Place	Thrissur
Date	13-04-2023