

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30TH SEPTEMBER, 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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
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 Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons on 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		15.00	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	0	1
7	Mr	ADM Chavali	Non-Executive - Independent Director	Not Applicable		09-05-1954	No	Active	No	NA	28-03-2016	11-02-2021		91.00	1	1	1	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		57.00	1	1	1	1
9	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		69.00	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		40.00	1	1	1	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
1	00374673	ADM Chavali	Non-Executive -Independent Director	Chairperson	28-03-2016
2	00480136	TS Anantharaman	Non-Executive -Independent Director	Member	07-02-2023
3	00322784	Anish Kumar Saraf	Non-Executive - Nominee Director	Member	23-11-2018

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
1	00374673	ADM Chavali	Non-Executive -Independent Director	Chairperson	28-03-2016
2	00041867	Vinod Rai	Non-Executive -Independent Director	Member	07-02-2023
3	00322784	Anish Kumar Saraf	Non-Executive - Nominee Director	Member	23-11-2018

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
1	01021928	TS Kalyanaraman	Executive Director	Chairperson	15-04-2014
2	01021898	TK Seetharam	Executive Director	Member	15-04-2014
3	00374673	ADM Chavali	Non Executive - Independent Director	Member	07-02-2023

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	15-05-2023		Yes	10	10	5
2	09-08-2023	85	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	15-05-2023			Yes	3	3	2	0
2	Audit Committee	28-07-2023	73		Yes	3	3	2	0
3	Audit Committee	09-08-2023	11		Yes	3	3	2	0
4	Nomination and Remuneration Committee	06-06-2023			Yes	3	3	2	0
5	Risk Management Committee	10-07-2023	33		Yes	3	3	1	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 Audit Committee	Yes

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event		Brief details of the event	

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

III. Affirmations				
SL No	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material Subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Annexure III		
1	Name of signatory	Jishnu RG
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to			Add Notes
Name			
Designation			
Place			
Date			

Signatory Details	
Name of signatory	Jishnu RG
Designation	Company Secretary and Compliance Officer
Place	Thrissur
Date	06-10-2023