

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2024**

<b>General information about company</b>	
Scrip code	543278
NSE Symbol	KALYANKJIL
MSEI Symbol	NOT LISTED
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	Yearly
Date of Report	31-03-2024
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 members in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons 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		21.00	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		96.03	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	15-12-2023		63.16	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		74.14	5	5	6	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		46.02	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
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 Anantharaman	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	14-11-2023		Yes	10	10	5
2	31-01-2024	77	Yes	10	10	5
3	12-03-2024	40	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	01-11-2023			Yes	3	3	2	0
2	Audit Committee	14-11-2023	12		Yes	3	3	2	0
3	Audit Committee	09-01-2024	55		Yes	3	3	2	0
4	Audit Committee	31-01-2024	21		Yes	3	3	2	0
5	Audit Committee	27-03-2024	55		Yes	3	3	2	0
6	Corporate Social Responsibility Committee	31-10-2023			Yes	3	3	1	0
7	Risk Management Committee	02-01-2024	62		Yes	3	3	1	0
8	Stakeholders Relationship Committee	12-03-2024	69		Yes	3	3	1	0

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
Other details of cyber Security Incidence or breaches or Loss of Data Event.		
Number of Cyber Security Incidence or breaches or Loss of Data Event.		
Sr	Date of the event	Brief Details of the event

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

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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	

[Home](#)[Validate](#)**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		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/shareholder-information/Other%20Documents/General%20Details.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/shareholder-information/Other%20Documents/General%20Details.pdf</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/terms-of-appointment-of-independent-directors/Terms%20of%20appointment%20of%20Independent%20Directors.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/terms-of-appointment-of-independent-directors/Terms%20of%20appointment%20of%20Independent%20Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/composition-of-board-committee/Composition%20of%20Board%20and%20Committees-13-02-2023.pdf?v2">https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/composition-of-board-committee/Composition%20of%20Board%20and%20Committees-13-02-2023.pdf?v2</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Code%20of%20Conduct%202022.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Code%20of%20Conduct%202022.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Whistle%20Blower%20Policy.pdf?v2">https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Whistle%20Blower%20Policy.pdf?v2</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Criteria-for-making-payment-to-the-Non-Executive-Directors.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Criteria-for-making-payment-to-the-Non-Executive-Directors.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Policy%20on%20Related%20Party%20Transactions%202022.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Policy%20on%20Related%20Party%20Transactions%202022.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Policy%20for%20Determining%20Material%20Subsidiary.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Policy%20for%20Determining%20Material%20Subsidiary.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.kalyanjewellers.net/investors/corporate-governance/familiarization-programs.php">https://www.kalyanjewellers.net/investors/corporate-governance/familiarization-programs.php</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.kalyanjewellers.net/investors/investors-contact/company-secretary-and-RTA.php">https://www.kalyanjewellers.net/investors/investors-contact/company-secretary-and-RTA.php</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/shareholder-information/Other%20Documents/Address%20for%20Investor%20Complaints.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/shareholder-information/Other%20Documents/Address%20for%20Investor%20Complaints.pdf</a>

12	Financial results	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/quarterly-results/FY%202023-2024/Financial%20Results%202024/Q3%20Financial%20Results.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/quarterly-results/FY%202023-2024/Financial%20Results%202024/Q3%20Financial%20Results.pdf</a>
13	Shareholding pattern	Yes		<a href="https://www.kalyanjewellers.net/investors/shareholder-information/shareholding-pattern.php">https://www.kalyanjewellers.net/investors/shareholder-information/shareholding-pattern.php</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://www.kalyanjewellers.net/investors/shareholder-information/agreements-entered-with-media-companies.php">https://www.kalyanjewellers.net/investors/shareholder-information/agreements-entered-with-media-companies.php</a>
15.1	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		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/quarterly-results/FY%202023-2024/Earnings%20Presentation%202024/Earnings%20Presentation.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/quarterly-results/FY%202023-2024/Earnings%20Presentation%202024/Earnings%20Presentation.pdf</a>
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/quarterly-results/FY%202023-2024/Earnings%20Conference%20Call%202024/Kalyan%20Jewellers%20Q3FY24%20Audio.mp3">https://www.kalyanjewellers.net/images/investors-new/pdf/quarterly-results/FY%202023-2024/Earnings%20Conference%20Call%202024/Kalyan%20Jewellers%20Q3FY24%20Audio.mp3</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.kalyanjewellers.net/investors/shareholder-information/newspaper-advertisement.php">https://www.kalyanjewellers.net/investors/shareholder-information/newspaper-advertisement.php</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.kalyanjewellers.net/investors/shareholder-information/credit-rating.php">https://www.kalyanjewellers.net/investors/shareholder-information/credit-rating.php</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.kalyanjewellers.net/investors/annual-report/subsidiary-annual-reports.php">https://www.kalyanjewellers.net/investors/annual-report/subsidiary-annual-reports.php</a>
20	Secretarial Compliance Report	Yes		<a href="https://www.kalyanjewellers.net/investors/shareholder-information/annual-secretarial-compliance-reports.php">https://www.kalyanjewellers.net/investors/shareholder-information/annual-secretarial-compliance-reports.php</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Policy%20For%20Determination%20Of%20Materiality%20And%20Disclosure%20Of%20Material%20Events%20%20Information.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Policy%20For%20Determination%20Of%20Materiality%20And%20Disclosure%20Of%20Material%20Events%20%20Information.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/shareholder-information/Other%20Documents/Contact%20details%20of%20Material%20Events%20Disclosure%20Authorised%20Personnel-2023-Jan.pdf">https://www.kalyanjewellers.net/images/investors-new/pdf/shareholder-information/Other%20Documents/Contact%20details%20of%20Material%20Events%20Disclosure%20Authorised%20Personnel-2023-Jan.pdf</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://www.kalyanjewellers.net/investors/shareholder-information/disclosures-to-stock-exchanges.php">https://www.kalyanjewellers.net/investors/shareholder-information/disclosures-to-stock-exchanges.php</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		<a href="https://www.kalyanjewellers.net/investors/shareholder-information/statement-of-deviations-or-variations-under-regulation-32.php">https://www.kalyanjewellers.net/investors/shareholder-information/statement-of-deviations-or-variations-under-regulation-32.php</a>
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Dividend%20Distribution%20Policy.pdf?v2">https://www.kalyanjewellers.net/images/investors-new/pdf/corporate-governance/policies/Dividend%20Distribution%20Policy.pdf?v2</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://www.kalyanjewellers.net/investors/shareholder-information/annual-returns.php">https://www.kalyanjewellers.net/investors/shareholder-information/annual-returns.php</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://www.kalyanjewellers.net/investors.php">https://www.kalyanjewellers.net/investors.php</a>



28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://www.kalyanjewellers.net/investors/shareholder-information/disclosures-under-regulation-46-of-the-LODR.php">https://www.kalyanjewellers.net/investors/shareholder-information/disclosures-under-regulation-46-of-the-LODR.php</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	

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**Annexure II**

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	

45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
<b>Any other information to be provided</b>				<a href="#">Add Notes</a>
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Annexure II		
1	Name of signatory	JISHNU RG
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III.Affirmations		
Sr	Particulars	Compliance Status
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		
1	Name Of Signatory	JISHNU R G
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Jishnu RG
Designation	Company Secretary and Compliance Officer
Place	Thrissur
Date	10-04-2024