

Kalyan Jewellers India Limited

CIN -L36911KL2009PLC024641

Registered Office -TC-32/204/2, Sitaram Mill Road, Punnamm, Thrissur, Kerala – 680 002
Web: www.kalyanjewellers.net, Telephone No - 0487 2437333, Email – cs@kalyanjewellers.net

Notice

Notice is hereby given that the 14th Annual General Meeting (AGM) of the Members of Kalyan Jewellers India Limited will be held on Thursday September 22, 2022 at 11.30 A.M. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - The Audited Financial Statement of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon; and
 - The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2022 and the Report of Auditors thereon.
- To appoint a Director in place of Mr. TS Kalyanaraman (DIN: 01021928), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- Appointment of Mr. Vinod Rai (DIN -00041867) as Chairman & Non-Executive Independent Director of the Company:

To consider and if thought fit, with or without modification, the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”), Articles of Association of the Company, receipt of regulatory clearances, the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Vinod Rai (DIN -00041867) who was appointed as Chairman and Additional (Non-Executive & Independent) Director on the Board of the Company w.e.f. July 01, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as

‘Chairman & Non-Executive Independent Director’ of the Company to hold office for a term of three consecutive years with effect from July 01, 2022, not liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Act, Mr. Vinod Rai be paid such fees and remuneration and profit related commission as the Board may approve from time to time subject to such limits prescribed by the Act, and as approved by the Members at the general meeting of the Company.”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

- Continuation of directorship of Mr. TS Anantharaman (DIN: 00480136), as Non-Executive Independent Director in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit, to pass, with or without modification the following resolution as a Special Resolution

“RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded for continuation and holding of office by Mr. TS Anantharaman (DIN: 00480136) who will attain 75 years of age on June 26, 2023, as Non-executive Independent Director of the Company till his current tenure of appointment i.e. up to December 14, 2023.”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

5. Reappointment of Ms. Kishori Udeshi (DIN -01344073) as an Independent Director for a second term of three (3) years

To consider and if thought fit, to pass, with or without modification the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, and the Articles of Association of the Company, Ms. Kishori Udeshi (DIN -01344073), who holds office up to January 17, 2023, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (Three) years commencing from January 17, 2023 till January 16, 2026.”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

6. Payment of Commission to the Non - Executive Directors of the Company.

To consider and if thought fit, to pass, with or without modification the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the Members be and is hereby accorded for payment

of profit related commission to the Non-executive Directors of the Company (i.e. Directors other than the Managing Director, Whole-time Directors or Nominee Directors) for the Financial Year ending March 31, 2022 and thereafter, to be determined by the Board of Directors of the Company or any Committee of the Board (‘the Board’) for each of such Non-executive Director and to be distributed among such Non-executive Directors in such a manner as the Board may determine within the overall maximum limit of 1% (one percent) per annum or such other percentage as may be specified by the Act from time to time in this regard, of the net profits of the Company to be calculated in accordance with the provisions of Section 198 of the Act.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

(By Order of the Board)
for **Kalyan Jewellers India Limited**

Jishnu R G
Company Secretary
ACS No. 32820

Place: Thrissur
Date: 04.08.2022

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020 read with circular dated May 5, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. The relevant Explanatory Statement pursuant to Section 102 of Act, setting out material facts in respect of businesses under item nos. 3 to 6 of the Notice, is annexed hereto. Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment/re-appointment at this AGM are also annexed.
3. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice
4. The Company has availed the services of Central Depository Services (India) Limited ("CDSL") for conducting the AGM through VC/OAVM and enabling participation of members at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kalyanjewellers.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. The cut-off date for the purpose of determining the members eligible for participation in remote e-voting and voting during the AGM is September 15, 2022. Please note that a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting during the Meeting. If members opt for remote e-voting, then they should not vote at the Meeting. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.
9. The Company has fixed September 15, 2022 as the 'Cut-off Date' to record the entitlement of the shareholders to cast their voting through remote e-voting/ e-voting during the AGM
10. The recorded transcript of the AGM will be hosted on the website of the Company.
11. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.kalyanjewellers.net

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
13. Corporate Members are required to send by e-mail - cs@kalyanjewellers.net, a certified true copy of the Board Resolution and authorization letter, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting.
14. All documents referred to in the accompanying Notice and the Statement setting out material facts can be obtained for inspection by writing to the Company at its email ID cs@kalyanjewellers.net till the date of AGM.
15. The annual accounts of the subsidiary companies are made available on the website of the Company www.kalyanjewellers.net.
16. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit the PAN to their respective Depository Participant(s). Members holding shares in physical form can submit their PAN details to the Company or to the RTA (Link Intime India Private Limited).
17. The Board of Directors of the Company have appointed Mr. CS MR Thiagarajan Company Secretary in Practice, Coimbatore as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
18. The Scrutinizer will, after the conclusion of e-voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the AGM
19. Voting through Electronic Means
 - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), SEBI and MCA Circulars in this regard the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

 - b) The remote evoting period commences on September 19, 2022 (9:00 a.m. IST) and ends on September 21, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 15, 2022 i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility either during the period commencing, September 19, 2022 to September 21, 2022 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
 - c) The Members who have cast their vote by remote e-voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.
 - d) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL AGM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

E-voting facility has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.

Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (ii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on “Shareholders” module.
 - (iii) Now enter your User ID
 For CDSL: 16 digits beneficiary ID,
 For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 If you are a first-time user follow the steps given below:

Login type	Helpdesk details
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.

- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN (220817030) for the relevant Kalyan Jewellers India Limited on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz mrthiagarajan@gmail.com/cs@kalyanjewellers.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN (220817030) of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/ folio number, email id, mobile number to cs@kalyanjewellers.net between 9.00 a.m. on September 14, 2022 and 5.00 p.m. on September 16, 2022. The speaker members are requested to maintain a time limit of 5 minutes to complete their views/questions. The members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs@kalyanjewellers.net. These queries will be replied by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

(By Order of the Board)
for **Kalyan Jewellers India Limited**

Jishnu R G
Company Secretary
ACS No. 32820

Place: Thrissur
Date: 04.08.2022

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE 14TH ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEM NO(S): 3, 4, 5 AND 6 OF THE SAID NOTICE.

ITEM NO.3:

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee of the Board, and pursuant to the provisions of Sections 149, 161(1) of the Companies Act, 2013 ("Act") and Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company and pursuant to receipt of regulatory clearance, has appointed Mr. Vinod Rai (DIN - 00041867) as Chairman & Additional Director (Non- Executive Independent) of the Company w.e.f. July 01, 2022 for a period of three (3) consecutive years, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors requires approval of the Shareholders of the Company. Further, in terms of the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective 1st January, 2022, a Listed Entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. As per Regulation 17(1A) and Regulation 25(2A) and of the Listing Regulations also provide that the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Further, Mr. Vinod Rai will be attaining the age of seventy-five years during his first term of appointment as an Independent Director, his appointment is proposed to be passed as a Special resolution, in terms of the Regulation 17(1A) of the SEBI Listing Regulations.

The Company has received a notice in writing from a member in terms of Section 160(1) of the Act, proposing the candidature of Mr. Vinod Rai for the office of Independent Director of the Company. The Board of Directors of the Company vide circular resolution passed on July 01, 2022, upon recommendation of the Nomination and Remuneration Committee has considered and recommended the appointment of Mr. Vinod Rai as Chairman and Independent Director with effect from July 01, 2022 for a period of Three (3) years subject to the approval of shareholders by means of a Special Resolution at the ensuing AGM and he is not liable to retire by rotation.

Mr. Vinod Rai is the former comptroller and auditor general of India and former chair of the United Nations Panel of External Auditors. Mr. Vinod Rai has held various positions within the Indian government as well as in the

state government of Kerala. Mr Rai has been instrumental in many reforms in India, including in overhauling the administrative structure of Indian railways, which includes introducing accrual accounting. He was also chairman of the Banks Board Bureau, a body set up by the Indian government to reform public banking in India. He has served as a director on the boards of a range of financial institutions, including ICICI Bank, the State Bank of India and the Life Insurance Corporation of India, and is a distinguished visiting research fellow at the Institute of South Asian Studies, National University of Singapore. Mr Rai has Master's degrees from the University of Delhi and from Harvard University.

The Company has received from Mr. Vinod Rai (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, and (iii) a declaration under Section 149 (7) of the Act and Regulation 25(8) of the Listing Regulations to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations and (iv) a declaration that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. At present he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director pursuant to any SEBI Order. He is also registered with the database of Independent Directors at Indian Institute of Corporate Affairs (IICA) constituted by Ministry of Corporate Affairs pursuant to the relevant notifications.

The Nomination and Remuneration Committee and the Board has assessed the veracity of the said declarations and other documents furnished by Mr. Vinod Rai and based on the same, has opined that he fulfils the conditions / criteria specified in the Act, the Rules and the Listing Regulations and determined that he is independent of the Management and possesses appropriate skills, experience and knowledge to be appointed as an Independent Director of the Company.

The copy of the letter of appointment of Mr. Vinod Rai setting out the terms and conditions of appointment shall be available for inspection by the members through electronic mode.

Additional information in respect of Mr. Vinod Rai, pursuant to Regulation 36 (3) of the Listing Regulations and the Secretarial Standard on General Meetings

(SS-2), and brief profile of Mr. Vinod Rai is given at Annexure to this Notice.

Interest of Directors & Key Managerial Personnel:

None of the Directors nor any Key Managerial Personnel of the Company or their relatives except Mr. Vinod Rai and his relatives is directly or indirectly concerned or interested, financially or otherwise in the resolution.

The Board recommends the Special Resolution set out in Item No. 3 of this Notice for the approval of the Shareholders

ITEM NO.4:

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") provides that no listed company shall appoint or continue the directorship of any person as Non-Executive Director who has attained the age of 75 (Seventy-Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Mr. TS Anantharaman was appointed as a Non-Executive Independent Director on the Board of the Company for a period of five years with effect from December 15, 2018 and the same was approved by the Members of the Company at their Extra-Ordinary General Meeting held on December 15, 2018. Mr. Anantharaman will attain the age of 75 years on June 26, 2023 and his appointment as approved by the Members of the Company is valid up to December 14, 2023. Accordingly, to comply with the provisions of Regulations 17(1A) of the SEBI LODR Regulations, Company is seeking approval of the Members through Special Resolution.

A brief justification for his continuation as Non-Executive Independent Director on the Board of the Company is as under:

Mr. T. S. Anantharaman is an Independent Director of the Company. He has been on the Board of Kalyan Jewellers India Ltd., since 2018. He has been appointed as a director of Kalyan Jewellers FZE and Kalyan Jewellers LLC UAE, the material subsidiaries of the Company in terms of Regulation 24 of the SEBI Listing Regulations, with effect from August 3, 2020. Mr. T. S. Anantharaman holds a bachelor of commerce degree from University of Kerala. He was admitted as an associate member of the Chartered Management Institute, formerly known as the British Institute of Management on June 22, 1976 and as a fellow of the Institute of Chartered Accountants of India on July 31, 1974. He has several years of experience in various sectors, such as banking and teaching management and accounting.

Considering the vast experience, expertise and valuable contribution of Mr. Anantharaman, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of Mr. Anantharaman as "Non-executive Independent Director" on the Board of the Company.

Mr. Anantharaman fulfills all conditions specified under the applicable laws for the position of Non-Executive Independent Director of the Company. The Company has also received necessary declarations from him that he meets the criteria of independence as prescribed under the applicable laws including but not limited to Listing Regulations. He is not disqualified to act as Director in terms of Section 164 of the Companies Act, 2013. He is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Details of Mr. Anantharaman pursuant to the provisions of (i) SEBI LODR Regulations and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Interest of Directors & Key Managerial Personnel:

None of the Directors nor any Key Managerial Personnel of the Company or their relatives except Mr. TS Anantharaman and his relatives is directly or indirectly concerned or interested, financially or otherwise in the resolution.

The Board recommends the Special Resolution set out in Item No. 4 of this Notice for the approval of the Shareholders.

ITEM NO.5:

Ms. Kishori Udeshi (DIN: 01344073) was appointed as a Women Independent Director of the Company pursuant to Section 149 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members of the Company at the Extra Ordinary General Meeting, to hold office for a term of 5 (five) years effective from January 17, 2018 up to January 16, 2023. Accordingly, her term of appointment concludes on January 16, 2023.

The Board of Directors at its meeting held on August 04, 2022, based on the recommendation of the Nomination and Remuneration Committee and subject to shareholders' approval, recommended the re-appointment of Ms. Kishori Udeshi (DIN: 01344073) as an Independent Director for a second term of three years with effect from January 17, 2023 till January 16, 2026. The Company has received a notice in writing under section 160(1) of the Act proposing appointment of Ms. Kishori Udeshi (DIN: 01344073) as a Director of the Company.

Ms. Kishori Udeshi has given her consent to act as Director of the Company and further, has given a declaration that she meets the criteria of independence provided under the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 19 Notice 2022 Regulations, 2015 ("Listing Regulations") and that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has confirmed that she

is neither disqualified in terms of section 164 of the Act from being appointed as a Director nor debarred from holding office of director by virtue of any SEBI order or any other such authority.

The Board recommends the re-appointment on the basis of her performance evaluation and after considering her skills and expertise in various fields. The Board is of the view that considering the background, experience and contributions made by Ms. Kishori Udeshi during her tenure, her continued association would be beneficial and in the interest of the Company and it is desirable to continue to avail her services as an Independent Director. In the opinion of the Board, Ms. Kishori Udeshi fulfils the conditions specified in the Act and Listing Regulations for such re-appointment and is independent of the Management. Accordingly, it is proposed to appoint Ms. Kishori Udeshi as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) years on the Board of the Company with effect from January 17, 2023 till January 16, 2026. Ms. Kishori Udeshi had already attained the age of seventy-five years and her appointment is proposed to be passed as a Special resolution, in terms of the Regulation 17(1A) of the SEBI Listing Regulations.

The draft copy of the letter of appointment of Ms. Kishori Udeshi setting out the terms and conditions of appointment shall be available for inspection by the members through electronic mode.

A brief profile of Ms. Kishori Udeshi and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

Interest of Directors & Key Managerial Personnel:

None of the Directors nor any Key Managerial Personnel of the Company or their relatives except Ms. Kishori Udeshi and her relatives is directly or indirectly concerned or interested, financially or otherwise in the resolution.

The Board recommends the Special Resolution set out in Item No. 5 of this Notice for the approval of the Shareholders.

ITEM NO.6:

Considering the rich experience and enhanced level of participation brought in by the Non-Executive Directors and in appreciation of the services and contribution made by them, the Board of Directors at their meeting held on May 11, 2022, on the recommendation of the Nomination and Remuneration Committee of the Board of Directors, recommended the payment of profit related commission to the Non-Executive Directors (i.e.

Directors other than the Managing Director, Whole-time Directors or Nominee Directors), subject to approval of Members of the Company for the Financial Year ending March 31, 2022, to be determined by the Board of Directors of the Company or any Committee of the Board ('the Board') for each of such Non-executive Director and to be distributed among such Non-executive Directors in such a manner as the Board may determine within the overall maximum limit of 1% (one percent) (taken together for all the Non-Executive Directors) of the Net Profit of the Company for the Financial Year ending March 31, 2022, as computed in the manner laid down in Section 198 of the Companies Act, 2013. This remuneration shall be in addition to the sitting fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors or its Committees or for any other purpose whatsoever and/or reimbursement of expenses for participation in the Board and other meetings. Accordingly, to comply with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members is sought for payment of above-mentioned profit related commission.

Interest of Directors & Key Managerial Personnel:

The Non-Executive Director(s) are interested in resolution set out at Item No. 6 of the Notice. The relatives of the Non-Executive Director(s) may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution set out in Item No. 6 of this Notice for the approval of the Shareholders.

(By Order of the Board)
for **Kalyan Jewellers India Limited**

Jishnu R G
Company Secretary
ACS No. 32820

Place: Thrissur
Date: 04.08.2022

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE 14TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Sl. No	Name of the Director	Mr. TS Kalyanaraman
1	Director Identification Number (DIN)	01021928
2	Date of Birth & Age	May 23, 1947, Age 75 years
3	Date of First Appointment on Board	January 29, 2009
4	Date of Last Reappointment as Director	June 20, 2019
5	Expertise in Specific Functional Areas	Over 45 years of retail experience, of which over 25 years is in the jewellery industry.
6	Qualifications	Bachelor of commerce from University of Calicut
7	Brief Profile	Mr. T.S. Kalyanaraman is one of our Promoters and the Chairman (till 30.06.2022) and Managing Director of the Company. He has been associated with the Company since its incorporation and has been associated with the brand 'Kalyan Jewellers' since 1993. He completed his bachelor's in commerce from University of Calicut and has over 45 years of retail experience, of which over 25 years is in the jewellery industry
8	Shareholding in the Company	21,56,89,376 fully paid-up equity shares of ₹10/- each.
9	Number of Meetings of the Board attended during the year 2021-2022	All the Board Meetings. Five Board Meetings in total
10	Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Re-appointment in terms of Section 152(6) of the Companies Act, 2013. The remuneration last drawn (FY-2021-22) was ₹ 60.6 million. The Remuneration sought to be paid is as per existing approved terms of appointment.
11	Directorships held in other Companies	Yuvasakthi Kuries Pvt Ltd
12	Listed entity from which Director has resigned in last three years	Nil
13	Memberships/ Chairmanships of committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
14	Relationship with other Directors/KMP	Father of Mr. TK Seetharam and Mr. TK Ramesh Whole time Directors of the Company. Not related to any other director /Key Managerial Personnel.
Sl. No	Name of the Director	Mr. Vinod Rai
1	Director Identification Number (DIN)	00041867
2	Date of Birth & Age	May 23, 1948, Age 74 years
3	Date of First Appointment on Board	July 01, 2022
4	Date of Last Reappointment as Director	Nil
5	Expertise in Specific Functional Areas	Ex-Comptroller and Auditor General of India. Expert in Audit, Banking, Finance and Corporate Governance.
6	Qualifications	M.A in Economics from University of Delhi and Masters in Public Administration from Harvard University
7	Brief Profile	Mr. Vinod Rai is the former comptroller and auditor general of India and a former chair of the United Nations Panel of External Auditors. Mr. Vinod Rai has held various positions within the Indian government as well as in the state government of Kerala. Mr. Vinod Rai has been instrumental in many reforms in India, including in overhauling the administrative structure of Indian railways, which includes introducing accrual accounting. He was also chairman of the Banks Board Bureau, a body set up by the Indian government to reform public banking in India. He has served as a director on the boards of a range of financial institutions, including ICICI Bank, the State Bank of India and the Life Insurance Corporation of India, and is a distinguished visiting research fellow at the Institute of South Asian Studies, National University of Singapore.
8	Shareholding in the Company	Nil

Sl. No	Name of the Director	Mr. Vinod Rai
9	Number of Meetings of the Board attended during the year 2021-2022	NA
10	Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn.	Mr. Vinod Rai is proposed to be appointed as Chairman and Independent Director for a period of 3 years with effect from July 01, 2022 and not liable to retire by rotation. He shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as well as Commission on profit as approved by the shareholders.
11	Directorships held in other Companies	a. Apollo Tyres Limited, b. Unity Small Finance Limited, c. Lava International Limited and d. Shubham Housing Development Finance Company Limited.
12	Listed entity from which Director has resigned in last three years	Nil
13	Memberships/ Chairmanships of committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Audit Committee Chairman and member in Apollo Tyres Limited.
14	Relationship with other Directors/KMP	Mr. Vinod Rai is not related to any Director and Key Managerial Personnel
15	Skills and capabilities required for the role of the Independent Director as identified by the Nomination and Remuneration Committee (NRC) and the manner in which the proposed person meets such requirements	<p>The NRC had set the following skills and capabilities required for the role of the Independent Director: Knowledge of Sector, understanding of government legislation/legislative process, experience in Audit and Accounting, Finance, Public relations, Strategy development and implementation, Strategic thinking/planning from a governance perspective, Compliance focus, Profile/reputation and behavioural competencies.</p> <p>Mr. Vinod Rai, former comptroller and auditor general of India who has more than 45 years of experience, has met all the skills and capacities required.</p>

Sl. No	Name of the Director	Mr. T.S. Anantharaman
1	Director Identification Number (DIN)	00480136
2	Date of Birth & Age	June 26, 1948, Age 74 years
3	Date of First Appointment on Board	December 15, 2018
4	Date of Last Reappointment as Director	Nil
5	Expertise in Specific Functional Areas	He has several years of experience in various sectors, such as banking, teaching, management and accounting.
6	Qualifications	Mr. T.S. Anantharaman holds a bachelor of commerce degree from University of Kerala and a fellow of the Institute of Chartered Accountants of India.
7	Brief Profile	<p>Mr. T.S. Anantharaman is an Independent Director of our Company. He has been on our Board since 2018.</p> <p>He has been appointed as a director of Kalyan Jewellers FZE and Kalyan Jewellers LLC, our material subsidiaries in terms of Regulation 24 of the SEBI Listing Regulations, with effect from August 3, 2020. Mr.T.S Anantharaman holds a bachelor of commerce degree from University of Kerala. He was admitted as an associate member of the Chartered Management Institute, formerly known as the British Institute of Management on June 22, 1976 and as a fellow of the Institute of Chartered Accountants of India on July 31, 1974. He has several years of experience in various sectors, such as banking and teaching management and accounting. During the course of his career, Mr. Anantharaman has been associated with various institutions such as The Catholic Syrian Bank Limited, Motilal Oswal Financial Services Limited, Sree Sakthi Paper Mills Limited, St. Thomas College, Thrissur and the International Labour Office (United Nations). He was awarded the Lifetime Achievement Award in the Businessonlive Kerala Business Summit 2019, the TMA-Manappuram Group Lifetime Achievement Award 2016 by the Thrissur Management Association and the Life Time Achievement Award by JEMECE (School of Management Studies, University of Calicut, Dr. John Matthai Centre, Thrissur) in 2014</p>
8	Shareholding in the Company	Nil
9	Number of Meetings of the Board attended during the year 2021-2022	All the Board Meetings. Five Board Meetings in total

Sl. No	Name of the Director	Mr. T.S. Anantharaman
10	Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	As per Resolution at Item No. 4 of the accompanying Notice of AGM read with Explanatory Statement thereto. He shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as well as Commission on profit as approved by the shareholders. The details of remuneration last drawn was disclosed in the Corporate Governance Report annexed with the Annual Report.
11	Directorships held in other Companies	a. Trichur Heart Hospitals Ltd b. Gosree Finance Ltd c. Polyclinic Pvt Ltd d. Inbot Properties Pvt Ltd
12	Listed entity from which Director has resigned in last three years	Nil
13	Memberships/ Chairmanships of committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	a. Chairman & Member of Stakeholders Relationship Committee of Kalyan Jewellers India Limited.
14	Relationship with other Directors/KMP	Mr. TS Anantharaman is not related to any Director and Key Managerial Personnel

Sl. No	Name of the Director	Ms. Kishori Jayendra Udeshi
1	Director Identification Number (DIN)	01344073
2	Date of Birth & Age	October 13, 1943, Age 78 years
3	Date of First Appointment on Board	January 17, 2018
4	Date of Last Reappointment as Director	Nil
5	Expertise in Specific Functional Areas	She has several years of experience in policy and banking sectors. During the course of her career, Ms. Udeshi has held prestigious positions with various institutions and government bodies. She was the first woman Deputy Governor of the RBI and a director of the RBI to be nominated on the board of directors of the State Bank of India.
6	Qualifications	She holds a master's degree in arts with specialization in economics from the Bombay University
7	Brief Profile	Ms. Udeshi has held prestigious positions with various institutions and government bodies. She was the first woman Deputy Governor of the RBI and a director of the RBI to be nominated on the board of directors of the State Bank of India. As the Deputy Governor of the RBI, she was also on the board of directors of SEBI, NABARD, Exim Bank and has acted as the chairman of the Bharatiya Reserve Bank Note Mudran Private Limited. Ms. Udeshi was also appointed by the RBI to act as the chairman of The Banking Codes and Standards Board of India. Ms. Udeshi has also acted as the chairman of the Deposit Insurance and Credit Guarantee Corporation.
8	Shareholding in the Company	Nil
9	Number of Meetings of the Board attended during the year 2021-2022	Four out of Five meetings
10	Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	As per Resolution at Item No. 5 of the accompanying Notice of AGM read with Explanatory Statement thereto. She shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as well as Commission on profit as approved by the shareholders. The details of remuneration last drawn was disclosed in the Corporate Governance Report annexed with the Annual Report.
11	Directorships held in other Companies	a) Thomas Cook (India) Limited b) Elantas Beck India Limited c) Haldyn Glass Limited d) Shriram Transport Finance Company Limited e) ION Exchange (India)Limited f) CarTrade Tech Limited g) Shriram Automall India Limited h) SOTC Travel Limited
12	Listed entity from which Director has resigned in last three years	Nil

Sl. No	Name of the Director	Ms. Kishori Jayendra Udeshi
13	Memberships/ Chairmanships of committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	a) Chairperson and Member of Audit Committee of CarTrade Tech Limited and Shriram Automall India Limited b) Member of Audit Committee of Haldyn Glass Limited, Shriram Transport Finance Company Limited, Thomas Cook (India) Limited. c) Member of stakeholders relationship Committee of ION Exchange India Limited
14	Relationship with other Directors/KMP	Ms. Udeshi is not related to any Director and Key Managerial Personnel
15	Skills and capabilities required for the role of the Independent Director as identified by the Nomination and Remuneration Committee (NRC) and the manner in which the proposed person meets such requirements	The NRC had set the following skills and capabilities required for the role of the Independent Director: Knowledge of Sector, understanding of government legislation/legislative process, experience in Audit and Accounting, Finance, Public relations, Strategy development and implementation, Strategic thinking/planning from a governance perspective, Compliance focus, Profile/reputation and behavioural competencies. Ms. Kishori Udeshi, was the first woman Deputy Governor. She has more than 35 years of experience and has met all the skills and capacities required.

(By Order of the Board)
for **Kalyan Jewellers India Limited**

Jishnu R G
Company Secretary
ACS No. 32820

Place: Thrissur
Date: 04.08.2022