

Kalyan Jewellers India Limited

CIN - L36911KL2009PLC024641

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s)

NOTICE is hereby given by Kalyan Jewellers India Limited (“**Company**”) pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“the **Act**”) read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and read with the General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 and any other relevant circulars and notifications issued by the Ministry of Corporate Affairs (herein collectively referred to as “**MCA Circulars**”) and other applicable laws and regulations (including statutory modifications or re-enactments thereof), as amended from time to time, for seeking consent of the members of the Company to transact the following Special Business(es) through the process of Postal Ballot, by electronic means (“**e-voting**”) only.

The Special Resolutions along with the Explanatory Statement, setting out material facts and reasons for passing the below mentioned resolutions is being sent to you for your consideration and approval.

In compliance with the provisions of the Act and SEBI LODR Regulations, the Company is sending this Postal ballot Notice in electronic form only and has extended only the e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The hard copy of this Postal ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to Members for this Postal Ballot. The instructions for e-voting are appended to this Postal Ballot Notice. You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-voting system only, provided by the Company.

Members are requested to carefully read the instructions for voting through electronic means (“**e-voting**”), and cast their vote electronically from Wednesday, April 03, 2024 (9:00 AM) to Thursday, May 02, 2024 (5.00 PM) by following the procedures as explained in the Notes.

The Board of Directors of the Company (“**Board**”) has in compliance with Rule 22(5) of the Rules, appointed Mr. M R Thiagarajan, (Membership No ACS-5327/COP: 6487), Company Secretary in Practice, as the Scrutiniser to scrutinise the process of Postal ballot by electronic means (e-voting) in a fair and transparent manner.

Upon completion of the scrutiny of the e-voting, the Scrutiniser will submit his report to the Chairman or any person authorised by the Chairman of the Company within the stipulated time. The results of the Postal Ballot shall be announced by the Chairman or any person authorised by the Chairman of the Company on or before 5:00 PM on Saturday, May 04, 2024 at the Registered Office of the Company at TC-32/204/2, Sitaram Mill Road, Punkunnam, Thrissur-680002, Kerala State. The said results would be displayed at the Registered office of the Company and intimated to NSDL and Stock Exchanges where the Company’s shares are listed (BSE Limited and National Stock Exchange of India Limited) as well as displayed on the website of National Securities Depository Limited (‘NSDL’) at www.evoting.nsdl.com, and along with the Scrutiniser’s Report, on the Company’s website at www.kalyanjewellers.net

SPECIAL BUSINESS

Item No-1

RE-APPOINTMENT OF MR. T. S. KALYANARAMAN (DIN: 01021928) AS MANAGING DIRECTOR AND PAYMENT OF REMUNERATION

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and all other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactments thereof, for the time being in force, consent of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. T.S Kalyanaraman (DIN: 01021928), who is a promoter and who is aged 76 years, as the Managing Director of the Company for a term of 5 (Five) years from June 20, 2024 to June 19, 2029 as well as the payment of consolidated remuneration of ₹12.12 crores (Rupees Twelve Crore and Twelve Lakhs) per annum and who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof of the Board of Directors of the Company be and are hereby authorised to alter or vary the terms and conditions of the said re-appointment and / or remuneration within the above limit in such manner as may be agreed to between the Board of Directors and Mr. T. S. Kalyanaraman.

RESOLVED FURTHER THAT the aforesaid remuneration shall be considered as the minimum remuneration payable to the Managing Director in the event of inadequacy or no profits for any financial year during the term of his appointment.

RESOLVED FURTHER THAT any one of the directors of the Company or the Company Secretary of the Company be and is hereby severally authorised to do all necessary acts, deeds and things which may be usual, expedient or proper and execute all such documents, instruments and writings as may be required for giving effect to the above resolution.

RESOLVED FURTHER THAT the terms of appointment as set out in this resolution may be regarded as the abstract of the terms of contract and memorandum of interest for the purpose of section 190 of the Companies Act, 2013 and the Company Secretary be and is hereby authorised to comply with the necessary formalities in this regard”.

Item No-2

RE-APPOINTMENT OF MR. T. K. SEETHARAM (DIN: 01021898) AS WHOLETIME DIRECTOR AND PAYMENT OF REMUNERATION

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and all other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactments thereof, for the time being in force, consent of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. T. K. Seetharam (DIN: 01021898), who is a promoter, as Whole Time Director of the Company for a term of 5(Five) years from June 20, 2024 to June 19, 2029 as well as the payment of consolidated remuneration of ₹12.12 crores (Rupees Twelve Crore and Twelve Lakhs) per annum and who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof of the Board of Directors of the Company be and are hereby authorised to alter or vary the terms and conditions

of the said re-appointment and / or remuneration within the above limit in such manner as may be agreed to between the Board of Directors and Mr. T. K. Seetharam.

RESOLVED FURTHER THAT the aforesaid remuneration shall be considered as the minimum remuneration payable to the Whole Time Director in the event of inadequacy or no profits for any financial year during the term of his appointment.

RESOLVED FURTHER THAT any one of the directors of the Company or the Company Secretary of the Company be and is hereby severally authorised to do all necessary acts, deeds and things which may be usual, expedient or proper and execute all such documents, instruments and writings as may be required for giving effect to the above resolution.

RESOLVED FURTHER THAT the terms of appointment as set out in this resolution may be regarded as the abstract of the terms of contract and memorandum of interest for the purpose of section 190 of the Companies Act, 2013 and the Company Secretary be and is hereby authorised to comply with the necessary formalities in this regard”.

Item No-3

RE-APPOINTMENT OF MR. T. K. RAMESH (DIN: 01021868) AS WHOLETIME DIRECTOR AND PAYMENT OF REMUNERATION

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and all other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactments thereof, for the time being in force, consent of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. T. K. Ramesh (DIN: 01021868), who is a promoter, as Whole Time Director of the Company for a term of 5 (Five) years from June 20, 2024 to June 19, 2029 as well as the payment of consolidated remuneration of ₹12.12 crores (Rupees Twelve Crore and Twelve Lakhs) per annum and who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof of the Board of Directors of the Company be and are hereby authorised to alter or vary the terms and conditions of the said re-appointment and / or remuneration within the above limit in such manner as may be agreed to between the Board of Directors and Mr. T. K. Ramesh.

RESOLVED FURTHER THAT the aforesaid remuneration shall be considered as the minimum remuneration payable to the Whole Time Director in the event of inadequacy or no profits for any financial year during the term of his appointment.

RESOLVED FURTHER THAT any one of the directors of the Company or the Company Secretary of the Company be and is hereby severally authorised to do all necessary acts, deeds and things which may be usual, expedient or proper and execute all such documents, instruments and writings as may be required for giving effect to the above resolution.

RESOLVED FURTHER THAT the terms of appointment as set out in this resolution may be regarded as the abstract of the terms of contract and memorandum of interest for the purpose of section 190 of the Companies Act, 2013 and the Company Secretary be and is hereby authorised to comply with the necessary formalities in this regard.

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

Jishnu R. G.
Company Secretary & Compliance Officer
ACS No. 32820

Place: Thrissur
Date: March 12, 2024

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013, rules made thereunder, SEBI LODR and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice is annexed herewith.
2. In compliance with the aforesaid MCA Circulars Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (“SS-2”) and SEBI Circular(s) dated 12th May 2020, 15th January 2021, 13th May 2022, 5th January 2023 and 7th October 2023, Postal Ballot Notice for e-voting are being sent through electronic mode only to members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, March 29, 2024 (“**Cut-off Date**”) and whose email address are registered with the Company/Registrar and Share Transfer Agent (“**RTA**”) or Depository/ Depository Participants. Members may note that the Postal ballot Notice will also be available on the Company’s website www.kalyanjewellers.net, websites of the Stock Exchanges- BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL (www.evoting.nsdl.com). Physical copies of the Postal Ballot notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA Circulars.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, March 29, 2024 (“**Record Date**”/” **Cut-off Date**”) will be considered for the purpose of e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
4. The e-voting period commences on Wednesday, April 03, 2024 (9:00 AM IST) and ends on Thursday, May 02, 2024 (5:00 PM IST). During this period, members of the Company holding equity shares either in physical form or in dematerialised form as on the record date, i.e., Friday, March 29, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Thursday, May 02, 2024 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
5. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Record Date i.e., Friday, March 29, 2024.
6. The resolutions passed by the members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.
7. In compliance with Section(s) 108 and 110 of the Act and Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolutions through the e-voting facility provided by NSDL. The instructions for e-voting are given under the section “**Procedure to Vote Electronically Voting by Electronic using NSDL e-voting System**” below.
8. The Scrutiniser will submit his report to the Chairman or a person authorised by him, after the completion of scrutiny and the result of the voting will be announced on or before Saturday May 04, 2024 at the Registered office of the Company at TC-32/204/2, Sitaram Mill Road, Punnamm, Thrissur – 680 002, Kerala State and intimated NSDL and Stock Exchanges where the Company’s shares are listed (BSE Limited and National Stock Exchange of India Limited) and displayed along with the Scrutiniser’s Report on the Company’s web-site at www.kalyanjewellers.net
9. The last date specified for e-voting i.e., Thursday, May 02, 2024 (5:00 PM IST) shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority and will also be the date of the deemed general meeting of the members of the Company.
10. The documents, if any referred to in the statement, will be available for inspection at the Registered Office of the Company during business hours on all working days from the date of dispatch of this Notice till Thursday, May 02, 2024 (5:00 PM IST).

PROCEDURE TO VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM





The way to vote electronically on NSDL's e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added 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 i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. If you are 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 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to mrthiagarajan@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

STATEMENT OF MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS-EXPLANATORY STATEMENT

(Annexed to notice pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

Mr. T.S. Kalyanaraman as a Promoter of Kalyan Jewellers India Limited, has been actively 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 47 years of retail experience, of which over 30 years is in the jewellery industry. Mr. T.S. Kalyanaraman plays an active role in running the Company and has shown an exemplary leadership in steering and guiding the Company and its subsidiaries from strength to strength, mentoring the senior management in the Company, providing directions to various strategic initiatives of the Company and also been responsible for the excellent performance of the Company on various parameters like revenue, profit, shareholder value etc. Considering the above, Nomination and Remuneration Committee (NRC) having noted that it would be in the best

interest of the Company to continue his appointment as Managing Director of the Company recommended his re-appointment as Managing Director for a further period of five years and also payment of same amount of remuneration to him as he was previously eligible with no change therein in remuneration.

Based on the recommendation of NRC, the Board of Directors of the Company, at its meeting held on March 12, 2024, has re-appointed Mr. T. S. Kalyanaraman, aged 76 years and who is Promoter of the Company, as Managing Director for a further period of 5 years with effect from June 20, 2024 till June 19, 2029 (both days inclusive) on the same amount of remuneration as previously approved for payment as set out in the resolution.

In terms of Section 196(3) of Companies Act, 2013, the approval of members by way of special resolution is sought for re-appointment of Mr. T. S. Kalyanaraman, aged 76 years, as a Managing Director for a period of five (5) years.

Further, the special resolution is also required to be passed pursuant to Regulation 17(6)(e) and all other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of the remuneration to him as a promoter of the Company. Company has received from Mr. T. S. Kalyanaraman, his consent to act as Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. T. S. Kalyanaraman satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this re-appointment.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. T. S. Kalyanaraman is competent to carry on the responsibilities entrusted to them as the Managing Director of the Company and taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. T. S. Kalyanaraman, the proposed remuneration, as stated above, is fair and reasonable.

The additional details about Mr T. S. Kalyanaraman pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are provided as annexure to this Notice.

The Board of Directors therefore recommends the resolution as set out in Item No. 1 of the Notice for approval of members of the Company by way of a Special Resolution.

Mr. T. S. Kalyanaraman as the appointee and his sons Mr T. K. Seetharam & Mr. T. K. Ramesh as relative(s) are interested in the resolution. Except the above, 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.

Item No. 2 & 3

Mr. T. K. Seetharam & Mr. T. K. Ramesh are the Promoters of Kalyan Jewellers India Limited and have been associated with the Company since its incorporation. They have more than 20 years of experience in the jewellery industry.

Mr. T. K. Seetharam who is a Master in Business Administration and Mr. T. K. Ramesh who is a post graduate in Commerce were appointed as the Whole-time Directors of the Company for a period of five years effective from June 20, 2019 to June 19, 2024. Based on the recommendation of NRC, the Board of Directors of the Company, at its meeting held on 12, March 2024 approved the re-appointment of Mr. T. K. Seetharam and Mr. T. K. Ramesh as Whole time Directors of the Company on such terms and conditions including remuneration for a further period of 5 years with effect from June 20, 2024 till June 19, 2029 (both days inclusive) on the same amount of remuneration as previously approved for payment as set out in the resolution.

Special resolution is required to be passed pursuant to Regulation 17(6)(e) and all other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of the remuneration to them as a promoter(s) of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. T. K. Seetharam and Mr. T. K. Ramesh are competent to carry on the responsibilities entrusted to them as the Wholetime Directors of the Company and taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. T. K. Seetharam and Mr. T. K. Ramesh, the proposed remuneration, as stated above, is fair and reasonable.

The additional details about Mr. T. K. Seetharam and Mr. T. K. Ramesh pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are provided as annexure to this Notice.

The Company has received from Mr. T. K. Seetharam and Mr. T. K. Ramesh, their consent to act as Whole Time Director of the Company along with a declaration to the effect that they are not disqualified from being appointed as a Directors in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Directors of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. T. K. Seetharam and Mr. T. K. Ramesh satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for re-appointment.

The Board of Directors therefore recommends the resolution as set out in Item No. 2 & 3 of the Notice for approval of members of the Company by way of a Special Resolution.

Mr. T. K. Seetharam and Mr. T. K. Ramesh as the appointee(s) and Mr. T. S. Kalyanaraman, as their Father and relatives are interested in the resolution set out at Item No(s) 2 & 3 of the Notice with regard to their re-appointment and remuneration. Save and except the above, 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.

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

Jishnu R. G.
Company Secretary & Compliance Officer
ACS No. 32820

Place: Thrissur
Date: March 12, 2024

ANNEXURE: Additional information on directors pursuant to the provisions of Regulation 36 of SEBI LODR Regulations & Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India, as applicable:

Name of the Director	T. S Kalyanaraman	T. K. Seetharam	T. K. Ramesh
Director Identification Number	01021928	01021898	01021868
Date of Birth, Age (years)	23.05.1947 and 76 Years	20.10.1975 and 48 Years	16.07.1978 and 45 Years
Date of first appointment	29-01-2009	29-01-2009	29-01-2009
Qualification, Experience and Expertise in specific functional areas	Commerce Graduate. He has been working with the Company since its inception and has been associated with the brand 'Kalyan Jewellers' since 1993. He has over 47 years of retail experience, of which over 30 years is in the jewellery industry.	Master of Business Administration (MBA). He has also completed the 'Executive Programme in Leadership from Stanford University. He has been working with the Company since its inception and has been associated with the brand 'Kalyan Jewellers' since 1998. He has more than 24 years of experience in the jewellery industry.	Post Graduate in Commerce. He has been working with the Company since its inception and has been associated with the brand 'Kalyan Jewellers' since 2000. He has more than 22 years of experience in the jewellery industry
Brief Resume /profile	Please see Explanatory Statement	Please see Explanatory Statement	Please see Explanatory Statement
Terms and conditions of appointment/ re-appointment	Re-appointed as Managing Director for a period of five years from June 20, 2024 to June 19, 2029	Re-appointed as Whole Time Director for a period of five years from June 20, 2024 to June 19, 2029	Re-appointed as Whole Time Director for a period of five years from June 20, 2024 to June 19, 2029
Relationship with other Directors/ Key Managerial Personnel	Father of Mr. T. K. Seetharam and Mr. T. K. Ramesh – Whole Time Directors.	Son of Mr. T. S. Kalyanaraman – Managing Director and brother of Mr. T. K. Ramesh – Whole Time Director.	Son of Mr. T. S. Kalyanaraman – Managing Director and brother of Mr. T. K. Seetharam – Whole Time Director.
Last Remuneration drawn	₹12.12 crores per annum	₹12.12 crores per annum	₹12.12 crores per annum
Details of Remuneration sought to be paid (from June 20, 2024 to June 19, 2029)	₹12.12 crores per annum (Same as previous remuneration)	₹12.12 crores per annum (Same as previous remuneration)	₹12.12 crores per annum (Same as previous remuneration)
Shareholding in the Company	21,64,53,564 equity shares	18,60,64,242 equity shares	18,60,64,242 equity share
Number of Meetings of the Board attended during the financial year (FY-2023-24)	4 (Four) Board Meetings	4 (Four) Board Meetings	4 (Four) Board Meetings

Name of the Director	T. S Kalyanaraman	T. K. Seetharam	T. K. Ramesh
List of Directorships held in other Companies (including listed companies, if any)	Yuvasakthi Kuries Private Limited	Nil	Nil
Name of Listed Companies from which the Director has resigned in the past three years	Nil	Nil	Nil
List of Committees of Board of Directors, in which Member/Chairman	Nil	Nil	Nil
Summary of Performance Evaluation of Director	Nomination and Remuneration Committee, Independent Directors and Board considers the performance as "Significant and Good".	Nomination and Remuneration Committee, Independent Directors and Board considers the performance as "Significant and Good".	Nomination and Remuneration Committee, Independent Directors and Board considers the performance as "Significant and Good".
Justification for appointment of Director	Please refer Explanatory Statement	Please refer Explanatory Statement	Please refer Explanatory Statement