

M R THIAGARAJAN

Company Secretary in Practice

C-18, United Nagar, Veerakeralam Post, Coimbatore-641007
Mobile: +919443720540- E-mail id: mrthiagarajan@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman
Kalyan Jewellers India Limited
TC-32/204/2, Sitaram Mill Road
Punkunnam, Thrissur, 680 002, Kerala State

SUBJECT: Consolidated Scrutinizer's Report on remote e-voting conducted prior to the 13th Annual General Meeting ('AGM') of Kalyan Jewellers India Limited held on Thursday, 23rd September, 2021 at 10.30 a.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') and remote e-voting conducted during the AGM, 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

I, M R Thiagarajan, Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of Kalyan Jewellers India Limited ('the Company') pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 13th Annual General Meeting ("AGM") of the Company held today, i.e., Thursday, 23rd September 2021 at 10.30 a.m. (IST) through VC/OAVM.

I am also appointed as Scrutinizer to scrutinize the remote e-voting process during the AGM.

The AGM notice dated 10th August, 2021, as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The emails were sent in compliance with the MCA Circular No(s) 02/2021 dated January 13, 2021, 20/2020 dated May 5, 2020 read with Circulars 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') and

SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD /CMD1/CIR/P/2020/79 dated May 12, 2020.

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Monday, 20th September 2021 at 9.00 a.m. (IST) and ended on Wednesday , 22nd September ,2021 at 5.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility of NSDL to the Shareholders present at the AGM through VC, who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the "cut-off" date of Thursday, 16th September, 2021, were entitled to vote on the resolutions forming part of the Notice of the AGM.

After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions forming part of the notice of the AGM.

My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolutions forming part of the notice of the AGM.

I now submit my consolidated report as under on the result of the remote e-voting prior to the AGM and during the AGM in respect of the said resolutions forming part of the notice of the AGM.

I would like to mention that 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 cut-off date i.e. Thursday, 16th September, 2021 and as per the Register of Members of the Company.

Item No 1 of the Notice of AGM: Ordinary Resolution-Adoption of Financial Statement etc.

"To receive, consider and adopt:

a. the Audited Financial Statement of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon; and

b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2021 and the Report of Auditors thereon."

(i) Voted **in favour** of the Resolution:

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
1251	884175336	99.997

(ii) Voted **against** the Resolution:

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
58	24432	0.003

(iii) **Invalid Votes** in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary Resolution as set out in ITEM No 1 of the Notice of the AGM dated 10th August 2021 has been passed with requisite majority.

Item No 2 of the Notice of AGM: Ordinary Resolution -Retirement by rotation.

"To appoint a Director in place of Mr. TK Seetharam (DIN: 01021898), who retires by rotation and being eligible, offers himself for re-appointment".

(i) Voted **in favour** of the Resolution:

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
1171	884139624	99.993

(ii) Voted **against** the Resolution :

Number of Members Voted	No of Valid Votes(Shares) cast	% of valid votes cast
131	59050	0.007

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes(Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary Resolution as set out in ITEM No 2 of the Notice of the AGM dated 10th August 2021 has been passed with requisite majority.

Item No 3 of the Notice of AGM – Special Resolution-Implement right of Highdell Investment Limited under Article 119 of the Articles of Association of the Company.

“RESOLVED THAT until such time Highdell Investment Ltd continues to hold at least five percent of the Equity share capital of the Company on a fully diluted basis, it shall have a right to nominate one director on the Board of Directors of the Company as provided in Article 119 of the Articles of Association of the Company.”

(i) Voted **in favour** of the Resolution:

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
1175	883947014	99.972

(ii) Voted **against** the Resolution :

Number of Members Voted	No of Valid Votes(Shares) cast	% of valid votes cast
124	251490	0.028

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes(Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Special Resolution as set out in ITEM No 3 of the Notice of the AGM dated 10th August 2021 has been passed with requisite majority.

Item No 4 of the Notice of AGM – Ordinary Resolution – Fee to be charged on Member for delivery of document pursuant to Section 20 of the Companies Act, 2013.

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any Member by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Members of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the member for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least 10(Ten) days in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the Member .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

(i) Voted **in favour** of the Resolution:

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
1188	884147795	99.994

(ii) Voted **against** the Resolution:

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
106	49861	0.006

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes(Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary resolution as set out in ITEM No 4 of the Notice of the AGM dated 10th August 2021 has been passed with requisite majority.

Item No 5 of the Notice of AGM –Special Resolution –Ratification of “Kalyan Jewellers India Limited –Employee Stock Option Plan 2020”.

“RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for ratification of the ‘Kalyan Jewellers India Limited-Employee Stock Option Plan 2020’ (“ESOP 2020”/ “Plan”) as aligned with the provisions of the SEBI SBEB Regulations, which was originally approved by the members of the Company vide Special Resolution dated 20.08.2020 prior to initial public offer of shares of the Company, which contemplates authority in the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations) to create, and grant from time to time, in one or more tranches, not exceeding 3,000,000 employee stock options to or for the benefit of such person(s) who are in permanent employment of the Company within the meaning of ESOP 2020, including any director, whether whole time or otherwise (other than the employees who are Promoters of the Company or belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the ESOP 2020, exercisable into not more than 3,000,000 equity shares of face value of Rs.10/- (Rupees Ten) each fully paid-up, where one employee stock option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2020”.

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the ESOP 2020 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2020.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard in conformity with the provisions of the Companies Act, 2013, SEBI SBEB Regulations, the Memorandum and Articles of Association of the Company and other applicable laws.”

(i) Voted **in favour** of the Resolution:

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
1140	879074828	99.421

(ii) Voted **against** the Resolution:

Number of Members Voted	No of Valid Votes(Shares) cast	% of valid votes cast
153	5122057	0.579

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Special Resolution as set out in ITEM No 5 of the Notice of the AGM dated 10th August 2021 has been passed with requisite majority.

Item No 6 of the Notice of AGM-Special Resolution- Ratification of “Kalyan Jewellers India Limited –Employee Stock Purchase Scheme 2020”

“Resolved that pursuant to the provisions of the Section 62(1)(b) and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the provisions of the Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of the Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as the “SEBI SBEB Regulations”), the relevant provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2014, the relevant provisions of the Memorandum and Article of Association of the Company and subject to such other approval, sanction, permission as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed while granting such further approval, sanction, permission, consent of the Company be and is hereby accorded for ratification of the “Kalyan Jewellers India Limited- Employee Stock Purchase Scheme 2020” (“ESPS 2020”/ “Scheme”) as aligned with the provisions of the SEBI SBEB Regulations, which was originally approved by the members of the Company vide Special Resolution dated 20.08.2020 prior to the initial public offer of the equity shares of the Company, which contemplates authority to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include committee, including Nomination and Remuneration Committee, which the Board has constituted or re-constituted pursuant to provisions of the Companies Act, 2013, which exercise power, roles, responsibility conferred under this resolution and under Regulation 5 of the SEBI SBEB Regulations) to create, offer and allot from time to time, in one or more tranches, not exceeding 750,000 fully paid-up equity shares of face value of Rs. 10/-(Rupees Ten) each fully paid up of the Company in aggregate, to be transferred by Kalyan Jewellers Employees Stock Purchase Scheme Trust (“Trust”) to be acquired from primary/fresh issue and/or secondary market, to or for the benefit of such person(s), who are in permanent employment of the Company and its subsidiary companies, within the meaning of ESPS 2020, including any director, whether a whole-time director or otherwise (other than the employee who is a promoter or belongs to the promoter group of the Company, independent director or director who either by themselves or through their relative(s) or through any body corporate holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and in such manner which the Board may determined as per the provisions of the Applicable Laws and ESPS 2020.

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as sub division, consolidation of shares, rights issues, bonus issues, and others, if there is any change in the total number of paid-up equity shares, then the above ceiling of equity shares and the price of acquisition payable by the employee shall be deemed to be increased or decreased in line with such change in total paid up equity shares and/or face value thereof.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESPS 2020.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard in conformity with the provisions of the Companies Act, 2013, SEBI SBEB Regulations, the Memorandum and Articles of Association of the Company and other applicable laws.”

(i) Voted **in favour** of the Resolution:

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
1133	883929357	99.970

(ii) Voted **against** the Resolution :

Number of Members Voted	No of Valid Votes(Shares) cast	% of valid votes cast
164	267922	0.030

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes(Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Special Resolution as set out in ITEM No 6 of the Notice of the AGM dated 10th August 2021 has been passed with requisite majority.

Thanking you

Yours faithfully

M R THIAGARAJAN
 Company Secretary in Practice
 ACS-5327/CoP 6487
 UDIN: A005327C000991037
 Place: Trissur
 Date: 23.09.2021