



SEC/ 42/2025-2026

September 12, 2025

1. <b>National Stock Exchange of India Ltd.</b> Exchange Plaza Plot No. C/1, G Block Bandra –Kurla Complex Bandra (E), Mumbai 400 051 <b>Symbol: KALYANKJIL</b>	2. <b>BSE Limited</b> Corporate Relationship Dept. Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400001 Maharashtra, India <b>Scrip Code: 543278</b>
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Dear Sir/Madam,

**Sub: Proceedings of the 17<sup>th</sup> Annual General Meeting of the Company held on September 12, 2025**

The 17<sup>th</sup> AGM of the Company was held on Friday, 12<sup>th</sup> September, 2025 at 11.30 a.m. (IST) through Video Conferencing/ Other Audio-Visual Means to transact the business as stated in the Notice dated 07<sup>th</sup> August, 2025, convening the AGM.

The summary of Proceedings of the 17<sup>th</sup> AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) is enclosed herewith as **Annexure A**. Further, the details in accordance with the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 is enclosed as **Annexure-B**.

The AGM concluded at 12.30 p.m. (IST)

This is for your information and records.

Thanking You  
For Kalyan Jewellers India Limited

**Jishnu RG**  
Company Secretary & Compliance Officer

**Kalyan Jewellers India Limited**  
Corporate Office -TC-32/204/2, Sitaram Mill Road, Punkunnam, Thrissur, Kerala – 680 002  
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## **ANNEXURE A**

### **Summary of proceedings of the 17<sup>th</sup> Annual General Meeting**

The 17<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') of the Members of Kalyan Jewellers India Limited ('the Company') was held on Friday, 12<sup>th</sup> September, 2025 at 11:30 a.m. (IST) via Video Conferencing (VC) / Other Audio-Visual Means. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Vinod Rai, Chairman of the Company, Chaired the meeting and as the requisite quorum being present, called the meeting to order. The Chairman introduced the Board of Directors. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

The Directors attended the Meeting on VC from their respective locations including Mr. TS Kalyanaraman, Managing Director; Mr. T.K Seetharam & Mr. T. K Ramesh, Whole-time Directors; Mr. A.D.M Chavali, Independent Director & Chairman of Audit and Nomination and Remuneration Committee; Mr. Salil Nair, Non-Executive Director & Chairman of Risk Management Committee; Mr. T.S. Anantharaman, Independent Director & Chairman of Stakeholders Relationship Committee and Ms. Kishori Jayendra Udeshi & Mr. Anil Sadasivan Nair, Independent Directors. Further, the Chief Executive Officer, Chief Financial Officer, Company Secretary and the representatives of the Statutory Auditors and Secretarial Auditors attended the meeting through VC from their respective locations.

The Chairman addressed the Members attending the meeting through VC and delivered his speech. After Chairman's welcome address, the notice of the 17<sup>th</sup> Annual General Meeting, Directors' Report and the Independent Auditor's Report for the financial year 2024-2025, circulated to the Members, were taken as read by Chairman with the consent of the Members present.

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The following items of businesses were transacted at the meeting through remote e-voting:

Item No.	Details of Agenda	Resolution required
1	To receive, consider and adopt:  a. The Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon; and b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the Report of Auditors thereon.	Ordinary Resolution
2	To declare a final dividend of Rs. 1.50/- paise per equity share of Rs. 10/- each for the financial year ended 31st March, 2025.	Ordinary Resolution
3	To re-appoint Mr. TS Kalyanaraman (DIN: 01021928), Director, who retires by rotation and being eligible, offers himself for such re-appointment.	Ordinary Resolution
4	To re-appoint Mr. TK Ramesh (DIN: 01021868), Director, who retires by rotation and being eligible, offers himself for such reappointment.	Ordinary Resolution
5	To Appoint Mr. M.R. Thiagarajan, ACS-5327 / COP-6487, Practicing Company, as Secretarial Auditors of the Company.	Ordinary Resolution
6	Approval for acceptance of Deposits from Public/ Members.	Ordinary Resolution
7	Consider payment of Remuneration to Mr. Vinod Rai (DIN -00041867), Chairman (Non - Executive) & Independent Director of the Company for the Financial Year 2025-26, which may exceed 50% of the total annual remuneration payable to all the Non – Executive Directors of the Company.	Special Resolution

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members were informed that the Company had provided the facility to cast votes electronically on all resolutions set forth in the Notice through the National Securities Depository Limited ('NSDL') system from September 09, 2025 (9:00 a.m. IST) to September 11, 2025 (5:00 p.m. IST). The Members were further informed that the remote e-voting facility

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was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The Members were informed that the Board of Directors had appointed Mr. M. R. Thiagarajan, (Membership Number - ACS 5327) Practicing Company Secretary, Coimbatore as the Scrutinizer to supervise the remote e-voting and e-voting at the AGM.

Mr. Sanjay Raghuraman, CEO of the Company then invited the Members to express their views, offer their comments, make observations and seek clarifications, if any, on the operations and financial performance of the Company and on the resolutions set out in the Notice. The Members who had been listed as speaker shareholders out of the list of Members requested to register as speaker shareholders were given an opportunity to speak and Mr. TK Ramesh, Executive Director and Mr. Sanjay Raghuraman, CEO appropriately responded to the queries raised by them.

The Chairman informed members that the detailed Voting Results of the Annual General Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted to the Stock Exchanges within the prescribed time limit and also posted on the Company's Website.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Meeting was declared as closed at 12.30 p.m.

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## ANNEXURE B

**Details as required in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July 2023**

Date of the Meeting	12 <sup>th</sup> September, 2025
Brief details of items deliberated and results thereof	The results of remote e-Voting and e-Voting during the 17 <sup>th</sup> Annual General Meeting (AGM), on the resolutions as set out at Item Nos. 1 to 7 of the Notice of the AGM, will be submitted with the stock exchanges separately, in the format prescribed under Regulation 44 of the Listing Regulations
Manner of approval proposed for certain items	The Company had provided remote e-Voting facility to the members to exercise their votes electronically from Tuesday, September 09, 2025 (9:00 A.M. IST) to Thursday, September 11, 2025 (5:00 P.M. IST) on the resolutions as set out at Item Nos. 1 to 7 of the Notice of the AGM. Members, who participated at the 17 <sup>th</sup> AGM through VC/ OAVM facility and had not cast their votes on the Resolution(s) using remote e-Voting, and who were otherwise eligible, were provided facility to e-Vote on the NSDL portal during the AGM.

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