

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST DECEMBER 2023**

<b>General information about company</b>	
Scrip code	543278
NSE Symbol	KALYANKJIL
MSEI Symbol	NA
ISIN	INE303R01014
Name of the entity	KALYAN JEWELLERS INDIA LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous	Top 500 listed entities

Annexure I																		
I. Composition of Board of Directors																		
Disclosure of notes on composition of board of directors explanatory															Nil			
Whether the listed entity has a Regular Chairperson															Yes			
Whether Chairperson related to Promoter															No			
Sl No	Title (Mr / Ms)	Name of the Director	Category 1 of Directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed?	Date of Passing Special Resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr	Vinod Rai	Non-Executive - Independent Director	Chairperson		23-05-1948	No	Active	Yes	22-09-2022	01-07-2022	01-07-2022		18.00	2	2	2	1
2	Mr	TS Kalyanaraman	Executive Director	Not Applicable	MD	23-05-1947	No	Active	No	NA	29-01-2009	20-06-2019			1	0	0	0
3	Mr	TK Seetharam	Executive Director	Not Applicable		20-10-1975	No	Active	No	NA	29-01-2009	20-06-2019			1	0	1	0
4	Mr	TK Ramesh	Executive Director	Not Applicable		16-07-1978	No	Active	No	NA	29-01-2009	20-06-2019			1	0	1	0
5	Mr	Salil Nair	Non-Executive - Non Independent Director	Not Applicable		01-06-1965	No	Active	No	NA	29-05-2020	29-05-2020			1	0	0	0
6	Mr	Anish Kumar Saraf	Non-Executive - Nominee Director	Not Applicable		30-10-1977	No	Active	No	NA	23-11-2018	23-11-2018			2	0	4	1
7	Mr	ADM Chavali	Non-Executive - Independent Director	Not Applicable		09-05-1954	No	Active	No	NA	28-03-2016	28-03-2021		93.03	1	1	2	2
8	Mr	TS Anantharaman	Non-Executive - Independent Director	Not Applicable		26-06-1948	No	Active	Yes	22-09-2022	15-12-2018	15-12-2023		60.16	1	1	2	1
9	Mrs	Kishori Jayendra Udeshi	Non-Executive - Independent Director	Not Applicable		13-10-1943	No	Active	Yes	17-01-2018	17-01-2018	17-01-2023		71.14	5	5	6	2
10	Mr	Anil S Nair	Non-Executive - Independent Director	Not Applicable		19-11-1971	No	Active	No	NA	29-05-2020	29-05-2020		43.02	1	1	0	0

## II. Composition of Committees

Audit Committee					
Whether the Audit Committee has a Regular Chairperson					Yes
SI No	DIN Number	Name of Committee	Category 1 of directors	Category 2 of directors	Date of Appointment
1	00374673	ADM Chavali	Non-Executive -Independent Director	Chairperson	28-03-2016
2	00480136	TS Anantharaman	Non-Executive -Independent Director	Member	07-02-2023
3	00322784	Anish Kumar Saraf	Non-Executive - Nominee Director	Member	23-11-2018

Nomination and Remuneration Committee					
Whether the Nomination and Remuneration Committee has a Regular Chairperson					Yes
SI No	DIN Number	Name of Committee	Category 1 of directors	Category 2 of directors	Date of Appointment
1	00374673	ADM Chavali	Non-Executive -Independent Director	Member	28-03-2016
2	00041867	Vinod Rai	Non-Executive -Independent Director	Member	07-02-2023
3	00322784	Anish Kumar Saraf	Non-Executive - Nominee Director	Member	23-11-2018

Stakeholders Relationship Committee					
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes
SI No	DIN Number	Name of Committee	Category 1 of directors	Category 2 of directors	Date of Appointment
1	00480136	TS Anantharaman	Non-Executive -Independent Director	Chairperson	13-07-2020
2	01021898	TK Seetharam	Executive Director	Member	13-07-2020
3	01021868	TK Ramesh	Executive Director	Member	13-07-2020

Risk Management Committee					
Whether the Risk Management Committee has a Regular Chairperson					Yes
SI No	DIN Number	Name of Committee	Category 1 of directors	Category 2 of directors	Date of Appointment
1	01955091	Salil Nair	Non-Executive - Non Independent Director	Chairperson	13-07-2020
2	08327721	Anil S Nair	Non-Executive - Independent Director	Member	13-07-2020
3	01021898	TK Seetharam	Executive Director	Member	13-07-2020

Corporate Social Responsibility Committee					
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes
SI No	DIN Number	Name of Committee	Category 1 of directors	Category 2 of directors	Date of Appointment
1	01021928	TS Kalyanaraman	Executive Director	Chairperson	15-04-2014
2	01021898	TK Seetharam	Executive Director	Member	15-04-2014
3	00374673	ADM Chavali	Non Executive - Independent Director	Member	07-02-2023

III. Meeting of Board of Directors						
SL No	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
1	09-08-2023		Yes	10	10	5
2	14-11-2023	96	Yes	10	10	5

IV. Meeting of Committees									
Sr	Name of Committee	Date(s) of meeting	Maximum gap between any two consecutive (in number of days)	Name of other committee	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	28-07-2023			Yes	3	3	2	0
2	Audit Committee	09-08-2023	11		Yes	3	3	2	0
3	Audit Committee	01-11-2023	83		Yes	3	3	2	0
4	Audit Committee	14-11-2023	12		Yes	3	3	2	0
6	Corporate Social Responsibility Committee	31-10-2023	112		Yes	3	3	1	0

V. Related Party Transactions		
Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event		Brief details of the event	

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations,2015. <b>c.Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Yes

Signatory Details	
Name of signatory	Jishnu RG
Designation	Company Secretary and Compliance Officer
Place	Thrissur
Date	05-01-2024