



SEC/12/2024-2025

May 03, 2024

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

Dear Sir(s),

Sub: Disclosure of Voting Results - Postal Ballot Notice dated March 12, 2024

In furtherance to our letter No. SEC/132/2023-2024 and Dated April 02, 2024 regarding Postal Ballot Notice dated March 12, 2024 (“Postal Ballot Notice”), it is hereby informed that the resolutions as proposed in the Postal Ballot Notice have been passed by the shareholders by remote e-voting process with requisite majority, on Thursday, May 02, 2024 (last date of remote e-voting).

In this regard, please find enclosed herewith:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
2. Report of Scrutinizer dated May 03, 2024.

The voting results along with the scrutinizer’s report will also be made available on the website of the Company at <http://www.kalyanjewelers.net>

Request you to kindly take the same on your record.

Thanking You

For Kalyan Jewellers India Limited

Retnavilasam
Gopinathan Nair Jishnu

Digitally signed by Retnavilasam
Gopinathan Nair Jishnu
Date: 2024.05.03 12:48:47 +05'30'

Jishnu RG

Company Secretary & Compliance Officer
Membership No – ACS 32820

Kalyan Jewellers India Limited

Corporate Office -TC-32/204/2, Sitaram Mill Road, Punkunnam, Thrissur, Kerala – 680 002

CIN - L36911KL2009PLC024641

T -0487 2437333 Email – compliance@kalyanjewelers.net

WWW.KALYANJEWELLERS.NET



KALYAN JEWELLERS INDIA LIMITED

Disclosure of voting results by the listed entities in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|--|------------|
| Date of Notice of Postal Ballot | 12-03-2024 |
| Date of commencement of e-voting | 03-04-2024 |
| Date of closing of the Postal Ballot | 02-05-2024 |
| Total number of shareholders as on the CutOff date | 376677 |

Kalyan Jewellers India Limited

Corporate Office -TC-32/204/2, Sitaram Mill Road, Punkunnam, Thrissur, Kerala – 680 002

CIN - L36911KL2009PLC024641

T -0487 2437333 Email – compliance@kalyanjewellers.net

WWW.KALYANJEWELLERS.NET

| General information about company | |
|---|--------------------------------|
| Scrip code | 543278 |
| NSE Symbol | KALYANKJIL |
| MSEI Symbol | NOTLISTED |
| ISIN | INE303R01014 |
| Name of the company | KALYAN JEWELLERS INDIA LIMITED |
| Type of meeting | Postal Ballot |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 02-05-2024 |
| Start time of the meeting | |
| End time of the meeting | |

| Scrutinizer Details | |
|---|--|
| Name of the Scrutinizer | MR Thiagarajan |
| Firms Name | MR Thiagarajan Company Secretary in Practice |
| Qualification | CS |
| Membership Number | A5327 |
| Date of Board Meeting in which appointed | 12-03-2024 |
| Date of Issuance of Report to the company | 03-05-2024 |

| Voting results | |
|--|------------|
| Record date | 29-03-2024 |
| Total number of shareholders on record date | 376677 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 3 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | RE-APPOINTMENT OF MR. T S KALYANARAMAN (DIN: 01021928) AS MANAGING DIRECTOR AND PAYMENT OF REMUNERATION | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 624493167 | 621422392 | 99.5083 | 621422392 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 624493167 | 621422392 | 99.5083 | 621422392 | 0 | 100 |
| Public- Institutions | E-Voting | 330770260 | 284582514 | 86.0363 | 227916708 | 56665806 | 80.0881 | 19.9119 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 330770260 | 284582514 | 86.0363 | 227916708 | 56665806 | 80.0881 |
| Public- Non Institutions | E-Voting | 74789630 | 266465 | 0.3563 | 252101 | 14364 | 94.6094 | 5.3906 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 74789630 | 266465 | 0.3563 | 252101 | 14364 | 94.6094 |
| Total | | 1030053057 | 906271371 | 87.983 | 849591201 | 56680170 | 93.7458 | 6.2542 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | RE-APPOINTMENT OF MR. T K SEETHARAM (DIN: 01021898) AS WHOLETIME DIRECTOR AND PAYMENT OF REMUNERATION | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 624493167 | 621422392 | 99.5083 | 621422392 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 624493167 | 621422392 | 99.5083 | 621422392 | 0 | 100 |
| Public- Institutions | E-Voting | 330770260 | 284582514 | 86.0363 | 227916708 | 56665806 | 80.0881 | 19.9119 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 330770260 | 284582514 | 86.0363 | 227916708 | 56665806 | 80.0881 |
| Public- Non Institutions | E-Voting | 74789630 | 266214 | 0.356 | 249983 | 16231 | 93.903 | 6.097 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 74789630 | 266214 | 0.356 | 249983 | 16231 | 93.903 |
| Total | | 1030053057 | 906271120 | 87.983 | 849589083 | 56682037 | 93.7456 | 6.2544 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | RE-APPOINTMENT OF MR. T K RAMESH (DIN: 01021868) AS WHOLETIME DIRECTOR AND PAYMENT OF REMUNERATION | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 624493167 | 621422392 | 99.5083 | 621422392 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 624493167 | 621422392 | 99.5083 | 621422392 | 0 | 100 |
| Public- Institutions | E-Voting | 330770260 | 284582514 | 86.0363 | 227916708 | 56665806 | 80.0881 | 19.9119 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 330770260 | 284582514 | 86.0363 | 227916708 | 56665806 | 80.0881 |
| Public- Non Institutions | E-Voting | 74789630 | 266661 | 0.3565 | 251695 | 14966 | 94.3876 | 5.6124 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 74789630 | 266661 | 0.3565 | 251695 | 14966 | 94.3876 |
| Total | | 1030053057 | 906271567 | 87.983 | 849590795 | 56680772 | 93.7457 | 6.2543 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

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((s) 108 and 110 of the Companies Act, 2013 read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)]

To

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

Dear Sir:

I, M R Thiagarajan, Company Secretary in Practice, was appointed as the Scrutinizer by the Board of Directors of Kalyan Jewellers India Limited ("the Company") for scrutinizing the postal ballot process which was conducted through electronic means , in respect of the resolutions contained in the Postal Ballot Notice dated March 12, 2024 and for ascertaining the requisite majority for the resolutions as contained in the said Postal Ballot Notice dated March 12,2024 proposed to be passed in accordance with the provisions of Section(s) 108 and 110 of the Companies Act, 2013 ("Act") read with Rule(s) 20 and 22 of the Companies(Management and Administration) Rules, 2014 ("Rules") , including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions , if any , of the Act, read with the General Circular No(s) 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("SEBI Listing Regulations"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, as amended and pursuant to other applicable laws and regulations (including statutory modifications or re-enactments thereof) , for the time being in force.

SERVICE PROVIDER

The Company had availed the services offered by National Securities Depository Limited ("NSDL") for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system on special business(es) sought to be transacted through postal ballot by the Company.

MANAGEMENT RESPONSIBILITY

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder, SEBI Listing Regulations, MCA Circulars or any other provisions, as applicable for conducting postal ballot of the Company.

Thiagarajan

Ramakrishnan

Digitally signed by
Thiagarajan Ramakrishnan
Date: 2024.05.03 08:10:40
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SCRUTINIZER'S RESPONSIBILITY

My responsibility as Scrutinizer is restricted to ensure that the voting process through electronic means is conducted in a fair and transparent manner and to make and submit the Scrutinizer's Report of the Votes cast "For" and "Against" the resolutions contained in the Notice of Postal Ballot, based on the report generated from the e-voting system provided by NSDL.

CUT OFF DATE

The Members of the Company holding equity shares either in physical form or in dematerialized form as on the "Cut-off Date" i.e., March 29,2024 were entitled to cast their votes electronically through remote e-voting on the resolutions as set out in the Notice of Postal Ballot dated March 12,2024.

REMOTE E-VOTING PROCESS

The remote e-voting period commenced from Wednesday, April 3,2024 at 9.00 am (IST) and ended on Thursday, May 2,2024 at 5.00 pm (IST) on the designated website of NSDL [www.evoting.nsd.com]. The e-voting module was disabled by NSDL thereafter.

NOTICE IN ELECTRONIC MODE

Pursuant to the provisions of the Act and MCA Circulars issued by the Ministry of Corporate Affairs, the Company has sent Postal Ballot notice to its Members/Beneficiaries whose name(s) appeared in the Register of Members /List of Beneficial Owners as on the Cut off Date i.e. March 29,2024 and whose e-mail IDs were registered with the Company /RTA or Depository /Depository Participant through electronic means only and has not dispatched physical copies of Postal Ballot Notice, Postal Ballot Forms etc. to any member.

NEWSPAPER ADVERTISEMENT

Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, the Company published the requisite notice by way of advertisement in The Indian Express (English) and in Deepika (Malayalam) newspapers having wide circulation on April 3,2024.

E-VOTING

1. I monitored the process of electronic voting (i.e., Remote e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.
2. After completion of the e-voting, votes cast by the members were duly unblocked in the presence of two witness namely -Ms. Anju S Raj and Ms. Lakshmi SM, being individuals who are not in the employment of the Company.
3. The remote e-voting data/report downloaded from the website of NSDL have been kept separately for the purpose of postal ballot.
4. After having scrutinized and ascertained the votes cast by remote e-voting based on the data downloaded from the website of NSDL for the remote e-voting system, and on the basis of the report derived on the electronic voting system, I now provide below the summary of the remote e-voting and submit my report as under on the result of the remote e-voting:

**Thiagarajan
Ramakrishnan**

Digitally signed by
Thiagarajan Ramakrishnan
Date: 2024.05.03 08:10:06
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ITEM NO 1 OF THE POSTAL BALLOT NOTICE: Special Resolution

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

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

| Number of Members Voted | No of Valid Votes (Shares) cast | % of valid votes cast |
|-------------------------|---------------------------------|-----------------------|
| 1444 | 849591201 | 93.75 |

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

| Number of Members Voted | No of Valid Votes (Shares) cast | % of valid votes cast |
|-------------------------|---------------------------------|-----------------------|
| 215 | 56680170 | 6.25 |

(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 1 of the Postal Ballot Notice dated March 12,2024 has been passed with requisite majority.

ITEM NO 2 OF THE POSTAL BALLOT NOTICE: Special Resolution

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

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

| Number of Members Voted | No of Valid Votes (Shares) cast | % of valid votes cast |
|-------------------------|---------------------------------|-----------------------|
| 1422 | 849589083 | 93.75 |

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

| Number of Members Voted | No of Valid Votes (Shares) cast | % of valid votes cast |
|-------------------------|---------------------------------|-----------------------|
| 231 | 56682037 | 6.25 |

(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 2 of the Postal Ballot Notice dated March 12,2024 has been passed with requisite majority.

**Thiagarajan
Ramakrishnan** Digitally signed by
Thiagarajan Ramakrishnan
Date: 2024.05.03 08:09:33
+05'30'

ITEM NO 3 OF THE POSTAL BALLOT NOTICE: Special Resolution.

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

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

| Number of Members Voted | No of Valid Votes (Shares) cast | % of valid votes cast |
|-------------------------|---------------------------------|-----------------------|
| 1427 | 849590795 | 93.75 |

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

| Number of Members Voted | No of Valid Votes (Shares) cast | % of valid votes cast |
|-------------------------|---------------------------------|-----------------------|
| 229 | 56680772 | 6.25 |

(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 Postal Ballot Notice dated March 12,2024 has been passed with requisite majority.

Thanking you

Yours faithfully

**Thiagarajan
Ramakrishnan** Digitally signed by
Thiagarajan Ramakrishnan
Date: 2024.05.03 08:08:43
+05'30'

M R THIAGARAJAN
Company Secretary in Practice
ACS-5327/CoP 6487
UDIN: A005327F000294704
Peer Review Certificate 3334/2023
Place: Trissur
Date: 03.05.2024

**Retnavilasam
Gopinathan
Nair Jishnu** Digitally signed by
Retnavilasam Gopinathan
Nair Jishnu
Date: 2024.05.03 12:51:56
+05'30'