

NOTICE

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]

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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing 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, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 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 through the process of Postal Ballot, by electronic means ("**e-voting**") only.

The 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 the SEBI Listing 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, February 19, 2025 (9:00 AM) to Thursday, March 20, 2025 (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 Scrutinizer to scrutinize 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 Scrutinizer 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, March 22, 2025 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 Scrutinizer's Report, on the Company's website at www.kalyanjewellers.net

SPECIAL BUSINESS

Item No-1

RE-APPOINTMENT OF MR. VINOD RAI (DIN-00041867) AS CHAIRMAN AND NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A SECOND TERM OF THREE (3) YEARS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, and the Articles of Association of the Company, Mr Vinod Rai (DIN- 00041867) , who holds office as Chairman and Independent Director up to June 30, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, and whose re-appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who has attained the age of 75 years, be and is hereby re-appointed as Chairman and Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (Three) years commencing from July 01, 2025 till June 30, 2028 (both days inclusive)”

“**RESOLVED FURTHER THAT** pursuant to the provision of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and in terms of SEBI Listing Regulations, Mr. Vinod Rai be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed and as approved by the Members at General Meeting of the Company”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be expedient or proper to give effect to the above resolution.”

Item No-2

APPOINTMENT OF MR. ANISH KUMAR SARAF (DIN 00322784) AS NON-EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, and the Articles of Association of the Company, Mr. Anish Kumar Saraf (DIN 00322784), who was appointed by the Board of Directors as an Additional Director under section 161 of the Act and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, and whose appointment as an Non-Executive Non Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, to hold office for a period of 3 (three) years commencing from January 31, 2025 to January 30, 2028 (both days inclusive) ”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be, expedient or proper to give effect to the above resolution.”

Item No-3

RE-APPOINTMENT OF MR. SALIL NAIR (DIN: 01955091) AS NON-EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, and the

Articles of Association of the Company, Mr. Salil Nair (DIN: 01955091), who holds office as Director till May 28, 2025 and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, and whose re-appointment as a Non-Executive Non Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, to hold office for a period of 5(Five) years commencing from May 29, 2025 upto May 28, 2030 (both days inclusive) ”

“**RESOLVED FURTHER THAT** pursuant to the provision of sections 197 and other applicable provisions of the Act and the rules made thereunder and in terms of the SEBI Listing Regulations, Mr. Salil Nair be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed and as approved by the Members at General Meeting of the Company”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be, expedient or proper to give effect to the above resolution.”

Item No-4

RE-APPOINTMENT OF MR. ANIL S NAIR (DIN: 08327721) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE (5) YEARS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other

applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘**SEBI Listing Regulations**’) as amended from time to time, and the Articles of Association of the Company, Mr Anil S Nair (DIN -08327721) , who holds office up to May 28, 2025 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) years commencing from May 29, 2025 till May 28, 2030.”

“**RESOLVED FURTHER THAT** pursuant to the provision of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and in terms of the SEBI Listing Regulations, Mr. Anil S Nair be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time and as approved by the Members at General Meeting of the Company”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be, expedient or proper to give effect to the above resolution.”

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

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

Place: Thrissur
Date: January 30, 2025

NOTES:

1. The statement under Section 102 of the Companies Act, 2013, rules made thereunder, the SEBI Listing Regulations 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.
2. In compliance with the aforesaid MCA Circulars Regulation 44 of the SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (“SS-2”) and SEBI Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 October 7, 2023, and October 3, 2024 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, February 14, 2025 (“**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, February 14, 2025 (“**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, February 19, 2025 (9:00 AM) and ends on Thursday, March 20, 2025 (5.00 PM) . 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, February 14, 2025 , may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Thursday, March 20, 2025 (5.00 PM). 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, February 14, 2025 .
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 Scrutinizer 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, March 22, 2025 at the Registered office of the Company at TC-32/204/2, Sitaram Mill Road, Punkunnam, 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 Scrutinizer’s Report on the Company’s web-site at www.kalyanjewellers.net
9. The last date specified for e-voting i.e., Thursday, March 20, 2025 (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, March 20, 2025(5:00 PM IST).

PROCEDURE TO VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM

The way to vote electronically on NSDL 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.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 (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.

NSDL Mobile App is available on



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
	<p>3. 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.</p> <p>4. 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.</p>
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. 1800-21-09911

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer 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 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 cs@kalyanjewellers.net
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 cs@kalyanjewellers.net. 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. Vinod Rai (DIN - 00041867) was appointed as the Chairman and Independent Director of the Company pursuant to Section 149 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members of the Company, to hold office for a term of 3 years effective from July 01, 2022 up to June 30, 2025. Accordingly, his first term of appointment concludes on June 30, 2025.

Considering the skills, expertise and competencies possessed by Mr. Vinod Rai, it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is re-appointed as the Chairman and Independent Director for the second term of three years.

In the opinion of the Nomination & Remuneration Committee of the Board, Mr. Vinod Rai fulfils the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as Chairman and Non-Executive Independent Director of the Company for a second and final term and is independent of the management of the Company.

Regulation 17(1A) and Regulation 25(2A) of the SEBI Listing Regulations also provide that the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Further, Mr. Vinod Rai has already attained the age of seventy-five years and his appointment is proposed to be passed as a Special resolution, in terms of the Regulation 17(1A) of the SEBI Listing Regulations.

The Company has received from Mr. Vinod Rai his consent to act as Chairman and Non-Executive Independent Director of the Company, along with declarations confirming that:

1. He meets the criteria for independence as provided under Section 149(6) of the Act, and under the Regulation 16(1)(b) of the SEBI Listing Regulations.
2. He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

3. He is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.
4. He is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.
5. He has not been debarred or disqualified from being appointed or continuing as a Director of a company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any other statutory authority.

The Nomination and Remuneration Committee and the Board has assessed the veracity of the said declarations and other documents furnished by Mr. Vinod Rai and based on the same, has opined that he fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations and determined that he is independent of the Management and based on performance evaluation, he possesses appropriate skills, experience and knowledge to be reappointed as an Independent Director of the Company

The copy of the letter of appointment of Mr. Vinod Rai setting out the terms and conditions of appointment shall be available for inspection by the members through electronic mode.

Additional information in respect of Mr. Vinod Rai, pursuant to Regulation 36 (3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), and brief profile of Mr. Vinod Rai is given at Annexure to this Notice.

In view of the above and being eligible for re-appointment, the Board of Directors recommends the resolution set out in Item No. 1 of the Notice for approval of the members of the Company by way of a Special Resolution.

Save and except Mr. Vinod Rai, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in passing the resolution as set out at Item No. 1 of the Notice.

Item No. 2

Mr. Anish Kumar Saraf (DIN: 00322784) was appointed as a Non-Executive Director of Kalyan Jewellers India Limited effective November 21, 2018, based on the nomination by Highdell Investment Limited. Following the sale of its stake in the Company, Mr. Anish Kumar Saraf's appointment as a director ended and he was co-opted as additional director.

Considering the skills, expertise and competencies possessed by Mr. Anish Kumar Saraf, it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is appointed as the Non-Executive Director on the Board.

In the opinion of the Nomination & Remuneration Committee of the Board, Mr. Anish Kumar Saraf fulfills the conditions specified in the Act and the Listing Regulations for appointment as Non-Executive Director of the Company.

The Board of Directors, in its meeting held on January 30, 2025, considered the performance evaluation of Mr. Anish Kumar Saraf and acknowledged his significant contributions to the Company. His deep knowledge, acumen, expertise, and vast experience in the business and financial domain have been instrumental in driving the Company's growth. Based on these considerations, the Board recommends the appointment of Mr. Anish Kumar Saraf as a Non-Executive Director of the Company for a term of three (3) years and liable to retire by rotation, subject to the approval of the members of the Company.

Additional information in respect of Mr. Anish Kumar Saraf, as required under Regulation 36 of the SEBI Listing Regulations, 2015, and Secretarial Standards on General Meetings (SS-2), are provided in the annexure to this Notice. The Company has received from Mr. Anish Kumar Saraf his consent to act as Non-Executive Director of the Company, along with declarations confirming that:

1. He is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.
2. He has not been debarred or disqualified from being appointed or continuing as a Director of a company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any other statutory authority.

In view of the above and being eligible for appointment, the Board of Directors recommends the resolution set out in Item No. 2 of the Notice for approval of the members of the Company by way of an Ordinary Resolution.

Save and except Mr. Anish Kumar Saraf, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in passing the resolution as set out at Item No. 2 of the Notice.

Item No. 3

Mr. Salil Nair (DIN: 01955091), was initially appointed as a Non-Executive Director on the Board pursuant to the approval by the members of the Company to hold office for a term of 5 years effective from May 29, 2020, up to May 28, 2025. Accordingly, his term of appointment concludes on May 28, 2025.

Considering the skills, expertise and competencies possessed by Mr. Salil Nair, it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is re-appointed as the Non-Executive Director.

In the opinion of the Nomination & Remuneration Committee of the Board, Mr. Salil Nair fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as Non-Executive director of the Company and is independent of the management of the Company.

Additional details about Mr. Salil Nair, pursuant to Regulation 36 of the SEBI Listing Regulations, and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided as an annexure to this Notice. The Company has received from Mr. Salil Nair his consent to act as Non-Executive Director of the Company, along with declarations confirming that:

1. He is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act..
2. He has not been debarred or disqualified from being appointed or continuing as a Director of a company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any other statutory authority.

In view of the above and being eligible for appointment, the Board of Directors recommends the resolution set out in Item No. 3 of the Notice for approval of the members of the Company by way of an Ordinary Resolution.

Save and except Mr. Salil Nair, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in passing the resolution as set out at Item No. 3 of the Notice.

Item No. 4

Mr. Anil S Nair (DIN: 08327721), was appointed as the Non-Executive Independent Director of the Company pursuant to Section 149 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members of the Company to hold office for a term of 5 years effective from May 29, 2020, up to May 28, 2025. Accordingly, his first term of appointment concludes on May 28, 2025.

Considering the skills, expertise and competencies possessed by Mr. Anil S Nair, it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is appointed as the Non-Executive Independent Director for the second term.

In the opinion of the Nomination & Remuneration Committee of the Board, Mr. Anil S Nair fulfils the conditions specified in the Act and the SEBI Listing

Regulations for his re-appointment as Non-Executive Independent Director of the Company for a second term and is independent of the management of the Company.

Additional details about Mr. Anil S Nair, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided as an annexure to this Notice. The Company has received from Mr. Anil S Nair his consent to act as Non-Executive Independent Director of the Company, along with declarations confirming that:

1. He meets the criteria for independence as provided under Section 149(6) of the Act, and under the Regulation 16(1)(b) of the SEBI Listing Regulations.
2. He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.
3. He is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.
4. He is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.
5. He has not been debarred or disqualified from being appointed or continuing as a Director of a company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any other statutory authority.

The Nomination and Remuneration Committee and the Board has assessed the veracity of the said declarations and other documents furnished by Mr. Anil S Nair and based on the same, has opined that he fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations and determined that he is independent of the Management and based on performance evaluation, he possesses appropriate skills, experience and knowledge to be reappointed as an Non Executive Independent Director of the Company

In view of the above and being eligible for re-appointment, the Board of Directors recommends the resolution set out in Item No. 4 of the Notice for approval of the members of the Company by way of a Special Resolution.

Save and except Mr. Anil S Nair, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in passing the resolution as set out at Item No. 4 of the Notice.

ANNEXURE: ADDITIONAL INFORMATION ON DIRECTORS PURSUANT TO THE PROVISIONS OF REGULATION 36 OF THE SEBI LISTING REGULATIONS & SECRETARIAL STANDARDS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, AS APPLICABLE:

Name of the Director	Vinod Rai	Anish Kumar Saraf	Anil S Nair	Salil Nair
Director Identification Number	00041867	00322784	08327721	01955091
Date of Birth, Age (years)	May 23, 1948 and 77 Years	October 30, 1977 and 48 Years	November 19, 1971 and 54 Years	June 01, 1965 and 60 Years
Date of first appointment	July 01, 2022	December 15, 2018	May 29, 2020	May 29, 2020
Qualification, Experience and Expertise in specific functional areas	M.A in Economics from University of Delhi and Masters in Public Administration from Harvard University. Expert in Audit, Banking, Finance and Corporate Governance.	Chartered Accountant and MBA from the Indian Institute of Management. Expert in investment advisory activities, Finance and Audit.	Post graduate diploma in marketing and advertising. Over twenty-five years of experience in media and advertising.	MSc. Physics. over thirty years experience and expertise in the Consumer /Retail industry
Brief Resume /profile	Mr. Vinod Rai is the former Comptroller and Auditor General of India and former Chair of the United Nations Panel of External Auditors. Mr. Vinod Rai has held various positions within the Indian government as well as in the state government of Kerala. Mr. Vinod Rai has been instrumental in many reforms in India, including in overhauling the administrative structure of Indian railways, which includes introducing accrual accounting. He was also Chairman of the Banks Board Bureau, a body set up by the Indian government to reform public banking in India. He has served as a director on the boards of a range of financial institutions, including ICICI Bank, the State Bank of India and the Life Insurance Corporation of India, and is a distinguished visiting research fellow at the Institute of South Asian Studies, National University of Singapore.	Mr. Anish Saraf is based in Mumbai, joined Warburg Pincus in 2006 and has since been working with the firm's Indian affiliate where he currently holds the position of Managing Director. He is involved in the firm's investment advisory activities in India and evaluates opportunities in Real Estate, Industrial and Consumer sectors in India.	Mr. Anil S Nair is the former CEO and Managing partner at L&K Saatchi and Saatchi, a top-ranking advertising and communications agency in India. He was also part of the Global Leadership Board of Saatchi & Saatchi Worldwide, making him the first Indian to have received the invitation. In a career spanning over 25 years, Anil has worked with some of the biggest global advertising companies like McCann, DDB, and he co-founded India's largest independent advertising agency - Law & Kenneth before it was merged with Saatchi & Saatchi. He played a significant role in helping many MNC brands script their success in India but his core expertise has been to build powerful local brands from scratch and help them stand on their own among global giants.	Mr. Salil Nair is a professional retailer by choice. He has spent over 33 years in the Consumer /Retail industry. He grew up in a disciplined defence environment, in Delhi. Having done his schooling and college there, Salil holds a Master's in physics. Before settling in Mumbai, he has had a brief stint in Bangalore and Hyderabad as well. Salil Nair began his professional career in 1987 and has worked in organisations like Glaxo India and Carona Limited apart from Shoppers Stop Limited. His journey in Shoppers Stop started with Store Operations and progressed into the Buying & Merchandising, Store Design, Marketing and Loyalty, Projects and Human Resources. Subsequently, Mr Salil Nair was elevated to the position of Chief Executive Officer (CEO). He left the organisation in 2017 after 24 years, pursuing his entrepreneurial journey as a coach and a mentor to many in the Retail Industry.

Name of the Director	Vinod Rai	Anish Kumar Saraf	Anil S Nair	Salil Nair
			He has worked on brands like Coca Cola, Ariel, Olay, Dettol, Renault, Skoda, Sony, HSBC, ICICI Bank, Emirates, Cathay Pacific, Hero Motocorp, ITC, Dabur, Pepperfry, Jockey and Kent to name a few. Anil has been ranked the 15 th most influential person in the advertising and media industry in India by Economic Times, India's leading business daily. Anil is also a regular speaker at industry forums, often finding his views published in leading business and advertising publications. Anil is currently on his second innings as an entrepreneur and an investor. In addition to being a Director with a couple of startups and a Board Member in another, he is incubating his passion project - Goodwind Mototours, a premium motorcycle touring company with charity at its heart.	He has also represented the boards of Nuance Group India Pvt Ltd and Gateway-Multichannel Retail apart from playing an advisory role for Crossword bookstores for many years.
Terms and conditions of appointment/re-appointment	Re-appointment as Chairman and Non-Executive Independent Director for a period of three years from July 01, 2025 to June 30, 2028 and not liable to retire by rotation	Appointment as Non-Executive Director for a period of three years from January 31, 2025 to January 30, 2028 liable to retire by rotation.	Re-appointment as Non-Executive Independent Director for a period of five years from May 29, 2025 to May 28, 2030 and not liable to retire by rotation.	Re-appointment as Non-Executive Director for a period of five years from May 29, 2025 to May 28, 2030 liable to retire by rotation
Relationship with other Directors/ Key Managerial Personnel	Nil	Nil	Nil	Nil
Details of Remuneration sought to be paid and Last Remuneration drawn	He shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as well as Commission on profit as approved by the shareholders. Details remuneration mentioned in the Annual Report for FY March 31, 2024.	Nil	He shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as well as Commission on profit as approved by the shareholders. Details remuneration mentioned in the Annual Report for FY March 31, 2024.	He shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as well as Commission on profit as approved by the shareholders. Details remuneration mentioned in the Annual Report for FY March 31, 2024.
Shareholding in the Company	Nil	Nil	Nil	12500 shares

Name of the Director	Vinod Rai	Anish Kumar Saraf	Anil S Nair	Salil Nair
Number of Meetings of the Board attended during the financial year (FY-2024-25)	5	5	5	5
List of Directorships held in other Companies (including listed companies, if any)	a. Apollo Tyres Limited, b. Artemis Medicare Services Limited c. Shubham Housing Development Finance Company Limited d. Modulus Alternatives Investment Managers Limited	a. Warburg Pincus India Private Limited b. PRL Developers Private Limited c. Biba Fashion Limited d. Imagine Marketing Limited e. Parksons Packaging Limited f. Watertec (India) Private Limited g. Ebco Private Limited	a. Motomantra Ventures Private Limited b. Y&A Transformation Private Limited c. Pretty Geekay Private Limited d. Enovate Lifestyles Private Limited	a. Ekaashri Silver Creations Pvt Ltd
Name of Listed Companies from which the Director has resigned in the past three years	Nil	a. Medplus Health Services Limited b. PVR Inox Limited	Nil	Nil
List of Committees of Board of Directors, in which Member/ Chairman	Chairman and Member of Audit Committee of Apollo Tyres Ltd Chairman and Member of Audit Committee of Artemis Medicare Services Limited Member of Audit Committee of Shubham Housing Development Finance Company Limited	Member of Audit Committee of Imagine Marketing Limited Chairman and Member of Audit Committee of Parksons Packaging Limited Member of Audit Committee of Kalyan Jewellers India Limited	Nil	Nil
Summary of Performance Evaluation of Director	Performance is "Significant and Good".	Performance is "Significant and Good".	Performance is "Significant and Good".	Performance is "Significant and Good".
Justification and rationale appointment of Director	Please refer Explanatory Statement	Please refer Explanatory Statement	Please refer Explanatory Statement	Please refer Explanatory Statement