



SEC/12/2024-2025

May 03, 2024

<b>1. 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>	<b>2. BSE Limited</b> Corporate Relationship Dept. Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400001 Maharashtra, India <b>Script Code: 543278</b>
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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](mailto:compliance@kalyanjewelers.net)

[WWW.KALYANJEWELLERS.NET](http://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

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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

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## 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.nSDL.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