Kalyan Jewellers India	National Stock Exchange of	BSE Limited					
Limited	India Ltd.	Corporate Relationship Dept.					
TC-32/204/2, Sitaram Mill	Exchange Plaza	Phiroze Jeejeebhoy Towers,					
Road, Punkunnam, Thrissur,	Plot No. C/1, G Block	Dalal Street					
Kerala – 680 002	Bandra –Kurla Complex	Mumbai 400001					
	Bandra (E), Mumbai 400 051	Maharashtra, India					
	Symbol: KALYANKJIL	Scrip Code: 543278					

**Subject**: Disclosure pursuant to Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam,

Pursuant to Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I hereby inform you about creation of pledge of equity shares of Kalyan Jewellers India Limited.

The details of creation of pledge are attached herewith (refer **Annexure 1**).

You are requested to kindly take the same on record.

Sincerely,

Ramesh Trikkur Kalyanaraman

Promoter of Kalyan Jewellers India Limited

Encl: As above

## Annexure 1

## Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance. in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 Name of the Target Company (TC) Kalyan Jewellers India Limited 1) National Stock Exchange of India Limited 2) BSE Limited Date of reporting O2.10.2024 Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked Mr. Ramesh Trikkur Kalyanaraman

## Details of the creation of encumbrance:

Name of the promoter (s) or PACs with him*	Promot holding ir target com (1)	the	holding	noter already nbered 2)	Details of events pertaining to encumbrance (3)								encumb shares {c [(2)+(: release [( / invoc	holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]]	
	Number	% of total share capital	Number	% of total share capital	Type of Event (creation/ release /invocatio n)	Date of creation /release/ invocation of encumb rance	encumb r ance	Reasons for encumbrance **	Number	% of share capital	Name entity favor encumb ***	of the in whose Shares pered		% of total share capital	

Mr. Ramesh Trikkur Kalyanaraman (Promoter)*	18,60,64,242	18.05	NIL	NIL	Creation	24.09.2024	Pledge	Mr. Ramesh Trikkur Kalyanaraman has pledged the equity shares of Kalyan Jewellers India Limited held by him, in favour of Catalyst Trusteeship Limited (the Debenture Trustee) acting on behalf of OCM India Opportunities XII Alternate Investment Fund - Scheme I, which includes its successors, assignees, and transferees) (the "Debenture Holder") for securing the Non-Convertible Debentures issued by KJG Consulting Private Limited to the Debenture Holder.	4,25,89,894	4.13	Catalyst Trusteeship Limited (Debenture Trustee) acting on behalf of OCM India Opportunities XII Alternate Investment Fund - Scheme I (which includes its successors, assignees, and transferees) (Lender / Debenture holder). Additional persons may become debenture holders from time to time, including pursuant to the issuance of further debentures.	4,25,89,894	4.13
						24.09.2024	Pledge	Mr. Ramesh Trikkur Kalyanaraman has pledged the equity shares of Kalyan Jewellers India Limited held by him, in favour of Bajaj Finance Limited, for availing a loan facility from Bajaj Finance Limited.	46,63,000	0.45	Bajaj Finance Limited	46,63,000	0.45

	24.09.2024	Pledge	Mr. Ramesh Trikkur Kalyanaraman has pledged the equity shares of Kalyan Jewellers India Limited held by him, in favour of Aditya Birla Finance Limited, for availing a loan facility from Aditya Birla Finance Limited.	37,04,000		Aditya Birla Finance Limited	37,04,000	0.36
	25.09.2024	Pledge	Mr. Ramesh Trikkur Kalyanaraman has pledged the equity shares of Kalyan Jewellers India Limited held by him, in favour of TATA Capital Limited, for availing a loan facility from TATA Capital Limited.	4497697		TATA Capital Limited	4497697	25.09.20 24
	24.09.2024	Pledge	Mr. Ramesh Trikkur Kalyanaraman has pledged the equity shares of Kalyan Jewellers India Limited held by him, in favour of Infina Finance Private Limited, for availing a loan facility from Infina Finance Private Limited.	6,00,000	0.06	Infina Finance Private Limited	6,00,000	0.06

Mr. Seetharam	18,60,64,242	18.05	NIL	NIL	Creation	24.09.2024	Pledge	Mr. Seetharam	4,25,89,894	4.13	Catalyst	4,25,89,894	4.13
Trikkur								Trikkur			Trusteeship		
Kalyanaraman								Kalyanaraman has			Limited		
(Promoter)								pledged the equity			(Debenture		
								shares of Kalyan			Trustee) acting on		
								Jewellers India			behalf of OCM		
								Limited held by him,			India		
								in favour of Catalyst			Opportunities XII		
								Trusteeship Limited			Alternate		
								(the Debenture			Investment Fund -		
								Trustee) acting on			Scheme I (which		
								behalf of OCM India			includes its		
								Opportunities XII			successors,		
								Alternate Investment			assignees, and		
								Fund - Scheme I,			transferees)		
								which includes its			(Lender /		
								successors,			Debenture holder).		
								assignees, and			Additional persons		
								transferees) (the			may become		
								"Debenture			debenture holders		
								Holder") for			from time to time,		
								securing the Non			including pursuant		
								Convertible			to the issuance of		
								Debentures issued			further debentures.		
								by KJG Consulting					
								Private Limited to					
								the Debenture					
								Holder.					

	24.09.2024	Pledge	Mr. Seetharam	46,63,000	0.45	Bajaj Finance	46,63,000	
			Trikkur			Limited		
			Kalyanaraman has					
			pledged the equity					
			shares of Kalyan					
			Jewellers India					
			Limited held by him,					
			in favour of Bajaj					
			Finance Limited, for					
			availing a loan					
			facility from Bajaj					
			Finance Limited.					
	24.09.2024	Pledge	Mr. Seetharam	37,04,000	0.36	Aditya Birla	37,04,000	
			Trikkur	, ,		Finance Limited	, ,	
			Kalyanaraman has					
			pledged the equity					
			shares of Kalyan					
			Jewellers India					
			Limited held by him,					
			in favour of Aditya					
			Birla Finance					
			Limited, for availing					
			a loan facility from					
			Aditya Birla Finance					
			Limited.					
			Eminted.					
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25.09.2024	Pledge	Mr. Seetharam	4497697	0.44	TATA Capital	4497697	25.09.2
		Trikkur			Limited		24
		Kalyanaraman has					
		pledged the equity					
		shares of Kalyan					
		Jewellers India					
		Limited held by him,					
		in favour of TATA					
		Capital Limited, for					
		availing a loan					
		facility from TATA					
		Capital Limited					
24.09.2024	Pledge	Mr. Seetharam	36,00,000	0.35	STCI Finance	36,00,000	0.35
		Trikkur			Limited		
		Kalyanaraman has					
		pledged the equity					
		shares of Kalyan					
		Jewellers India					
		Limited held by him,					
		in favour of STCI					
		Finance Limited, for					
		availing a loan					
		facility from STCI					
		Finance Limited					
	I				1	1	

						24.09.2024	Pledge	Mr. Seetharam Trikkur Kalyanaraman has pledged the equity shares of Kalyan Jewellers India Limited held by him, in favour of the HSBC Invest Direct Financial Services (India) Limited, for availing a loan facility from the HSBC Invest Direct Financial Services (India) Limited	40,00,000		HSBC Invest Direct Financial Services (India) Limited	40,00,000	0.39
Mr. Trikkur Sitarama Iyer Kalyanaraman (Promoter)	21,64,53,564	21	NIL	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Radhika Thrikur Kalyanaraman (Promoter Group)	2,07,72,038	2.02	NIL	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Karthik Ramani (Promoter Group)	1,24,09,594	1.20	NIL	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Trikkur Sitaramaiyer Ramachandran (Promoter Group)	2,65,000	0.03	NIL	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

| Trikkoor<br>Seetharama<br>Iyer Balaraman<br>(Promoter<br>Group) | 2,46,815 | 0.02 | NIL | NIL | N.A. |
|---|----------|------|-----|-----|------|------|------|------|------|------|------|------|------|
| T A<br>Sethuraman<br>(Promoter<br>Group)                        | 2,17,672 | 0.02 | NIL | NIL | N.A. |
| Dhanya Manoj<br>(Promoter<br>Group)                             | 2,17,500 | 0.02 | NIL | NIL | N.A. |
| Hariharan<br>Divya<br>(Promoter<br>Group)                       | 2,17,500 | 0.02 | NIL | NIL | N.A. |
| R Sidharth<br>(Promoter<br>Group)                               | 2,17,500 | 0.02 | NIL | NIL | N.A. |
| Sreevidya<br>Arun<br>(Promoter<br>Group)                        | 2,17,500 | 0.02 | NIL | NIL | N.A. |
| T A Sreeram<br>(Promoter<br>Group)                              | 2,17,500 | 0.02 | NIL | NIL | N.A. |
| T B<br>Seetharamji<br>(Promoter<br>Group)                       | 2,17,500 | 0.02 | NIL | NIL | N.A. |
| Geethalakshmi<br>T S<br>(Promoter<br>Group)                     | 2,09,500 | 0.02 | NIL | NIL | N.A. |

Thrikkur Seetharama	1,92,500	0.02	NIL	NIL	N.A.								
Iyer Anantharaman													
(Promoter Group)													
Pooja Krishnan (Promoter Group)	2,17,500	0.02	NIL	NIL	N.A.								

<sup>\*</sup>The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

In accordance with the terms of the Debenture Trust Deed and certain security and other documents in relation thereto, each of Mr. Seetharam Trikkur Kalyanaraman and Mr. Ramesh Trikkur Kalyanaraman have together pledged 8,51,79,788 shares of KJIL. These persons are also not permitted to dispose off these pledged shares.

In addition, the Promoters and the Company are required to ensure that a loan to value ratio (calculated on the basis of the value of the pledged shares) (LTV Ratio) does not exceed a specified percentage of the outstanding amount of the debentures (together with interest and other amounts) and, accordingly, the Promoters and the Company may be required to pledge further shares held by them in KJIL in order to comply with this undertaking.

The Promoters and the Company have also entered into certain additional undertakings, comforts, covenants and other arrangements to protect the value of the pledged shares and to ensure that additional shares are pledged so as to ensure that the LTV Ratio is not breached in accordance with the Debenture Trust Deed and related security and other documents.

As at the date of this disclosure, the debenture holder under the Debenture Trust Deed is OCM India Opportunities XII Alternate Investment Fund - Scheme I (including its successors, assignees, and transferees). Additional persons may become debenture holders from time to time, including pursuant to the issuance of further debentures.

<sup>\*\*</sup> For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

<sup>\*\*\*</sup>This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

<sup>§</sup> Mr. Ramesh Trikkur Kalyanaraman has pledged the equity shares of Kalyan Jewellers India Limited (**KJIL**) held by him, in favour of Catalyst Trusteeship Limited (**Debenture Trustee**) acting on behalf of the debenture holder, namely, OCM India Opportunities XII Alternate Investment Fund - Scheme I, which includes its successors, assignees, and transferees) ("**Debenture Holder**") for securing the Debentures (*as defined below*) issued by KJG Consulting Private Limited to the Debenture Holder. Additional persons may become debenture holders from time to time, including pursuant to the issuance of further debentures. It is pursuant to certain undertakings and arrangements entered into by Mr. Seetharam Trikkur Kalyanaraman, Mr. Ramesh Trikkur Kalyanaraman and Mr. Thrikur Seetharamaiyer Kalyanaraman (together, the **Promoters**) and KJG Consulting Private Limited (the **Company**), a company owned by the Promoters. The Company has issued certain non-convertible debentures (the **Debentures**) in accordance with the terms of the debenture trust deed dated September 25, 2024 executed between the Company and the Debenture Trustee (as may be amended or restated from time to time) (the **Debenture Trust Deed**).

## [Signature]

Mr. Ramesh Trikkur Kalyanaraman Place: Thrissur, Kerala, Date: 02.10.2024