

## 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                                |
| Names of the stock exchanges where the shares of the target company are listed            | 1) National Stock Exchange of India Limited<br>2) BSE Limited |
| Date of reporting                                                                         | 02.10.2024                                                    |
| 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* | Promoter holding in the target company (1) |                          | Promoter holding already encumbered (2) |                          | Details of events pertaining to encumbrance (3) |                                                      |                                                                      |                            |  |        |                    | Post event 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 /invocation)   | Date of creation /release/ invocation of encumbrance | Type of encumbrance (pledge/ lien/ non disposal undertaking/ others) | Reasons for encumbrance ** |  | Number | % of share capital | Name of the entity in whose favor Shares encumbered ***                                                 | Number | % of total share capital |

|                                                         |              |       |     |     |          |            |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |             |      |                                                                                                                                                                                                                                                                                                                                                             |             |      |
|---------------------------------------------------------|--------------|-------|-----|-----|----------|------------|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------|
| Mr. Ramesh Trikkur Kalyanaraman (Promoter) <sup>5</sup> | 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 “ <b>Debenture Holder</b> ”) 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                                                                                                                                                                                                                                                                                                                                       | 47,252,894  | 4.58 |

|  |  |  |            |      |          |            |        |                                                                                                                                                                                                                             |           |      |                                |            |      |
|--|--|--|------------|------|----------|------------|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|--------------------------------|------------|------|
|  |  |  |            |      |          | 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 | 0.36 | Aditya Birla Finance Limited   | 50,956,894 | 4.94 |
|  |  |  |            |      |          | 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. | 60,00,000 | 0.58 | Infina Finance Private Limited | 56,956,894 | 5.52 |
|  |  |  | 56,956,894 | 5.52 | Creation | 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.                     | 44,97,697 | 0.44 | TATA Capital Limited           | 61,454,591 | 5.96 |

|                                               |              |       |            |      |          |            |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |             |      |                                                                                                                                                                                                                                                                                                                                                             |             |      |
|-----------------------------------------------|--------------|-------|------------|------|----------|------------|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------|
|                                               |              |       | 61,454,591 | 5.96 | Creation | 27.09.2024 | 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.                                                                                                                                                                                                                                                                            | 350000      | 0.03 | TATA Capital Limited                                                                                                                                                                                                                                                                                                                                        | 61,804,591  | 5.99 |
| Mr. Seetharam Trikkur Kalyanaraman (Promoter) | 18,60,64,242 | 18.05 | NIL        | NIL  | Creation | 24.09.2024 | Pledge | Mr. Seetharam 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 “ <b>Debenture Holder</b> ”) 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. Seetharam 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        | 47,252,894  | 4.58 |
|  |  |  |  |  |  | 24.09.2024 | Pledge | Mr. Seetharam 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 | 0.36 | Aditya Birla Finance Limited | 50,956,894  | 4.94 |
|  |  |  |  |  |  | 24.09.2024 | Pledge | Mr. Seetharam Trikkur 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.                 | 36,00,000 | 0.35 | STCI Finance Limited         | 5,45,56,894 | 5.29 |

[illegible]

[illegible]

|                                                        |          |      |     |     |      |      |      |      |      |      |      |      |      |
|--------------------------------------------------------|----------|------|-----|-----|------|------|------|------|------|------|------|------|------|
| T B Seetharamji (Promoter Group)                       | 2,17,500 | 0.02 | NIL | NIL | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Geethalakshmi T S (Promoter Group)                     | 2,09,500 | 0.02 | NIL | NIL | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Thrikkur Seetharama Iyer Anantharaman (Promoter Group) | 1,92,500 | 0.02 | NIL | NIL | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Pooja Krishnan (Promoter Group)                        | 2,17,500 | 0.02 | NIL | NIL | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |

\*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.

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

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

§ 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 Seetharamaier 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**).

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.



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