



Date: 22/10/2024

To,  
The Listing Compliance Department  
BSE Limited,  
P J Tower, Dalal Street,  
Mumbai-400001  
**Scrip Code: 534809**

The Listing Compliance Department  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai-400051  
**Symbol: PCJEWELLER**

**Sub.: Postal Ballot Notice**

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated October 19, 2024 being sent to Members of the Company seeking their approval by Postal Ballot through e-voting only, to the Special Business Items mentioned in the Notice.

Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants / Company / Registrar & Transfer Agent - KFin Technologies Limited ("KFinTech"), and whose names appear in Register of Members / List of Beneficial Owners as received from National Securities Depository Limited / Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, October 18, 2024 ("Cut-off date"). The same will also be available on the Company's website [www.pcjeweller.com](http://www.pcjeweller.com), websites of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of KFinTech at <https://evoting.kfintech.com>.

The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, October 18, 2024.

The e-voting facility shall be available during the following period:

**Commencement of e-voting:** From 9:00 A.M. (IST) on Wednesday, October 23, 2024

**End of e-voting:** Up to 5:00 P.M. (IST) on Thursday, November 21, 2024

Kindly take the same on record.

Thanking you,  
For **PC Jeweller Limited**

(VIJAY PANWAR)  
**Company Secretary**

Encl.: As above

**PC Jeweller Limited**

Regd. Office : 2713, 3<sup>rd</sup> Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971 Fax : 011 – 49714972

[info@pcjeweller.com](mailto:info@pcjeweller.com) • [www.pcjeweller.com](http://www.pcjeweller.com) • CIN : L36911DL2005PLC134929



**PC Jeweller**

**PC JEWELLER LIMITED**

CIN: L36911DL2005PLC134929

Registered Office: 2713, 3<sup>rd</sup> Floor, Bank Street, Karol Bagh, New Delhi - 110005

Phone: 011 - 49714971, Fax: 011 - 49714972

E-mail: [info@pcjeweller.com](mailto:info@pcjeweller.com), Website: [www.pcjeweller.com](http://www.pcjeweller.com)

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**POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “**Act**”), General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA**”), in continuation to the earlier circulars issued in this regard by MCA (hereinafter collectively referred to as “**MCA Circulars**”), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (“**SEBI**”), in continuation to the earlier circulars issued in this regard by SEBI (hereinafter collectively referred to as “**SEBI Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS - 2**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws, rules and regulations, if any, to seek your approval by Postal Ballot through e-voting only, to the following Special Business Items:

1. Sub-division / split of equity shares
2. Alteration of Capital Clause of Memorandum of Association
3. Appointment of Shri Mahesh Agarwal (DIN: 00086304) as an Independent Director
4. Appointment of Shri Farangi Lal Kansal (DIN: 10782936) as an Independent Director
5. Appointment of Shri Vishan Deo (DIN: 07634994) as a Director
6. Appointment of Shri Vishan Deo (DIN: 07634994) as a Whole-time Director

In compliance with MCA and SEBI Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants (“**DP**”) / Company / Registrar & Transfer Agent (“**RTA**”) - KFin Technologies Limited (“**KFintech**”) and whose names appear in Register of Members / List of Beneficial Owners as received from National Securities Depository Limited / Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, October 18, 2024 (“**Cut-off date**”).

Postal Ballot Notice will also be available on the Company’s website [www.pcjeweller.com](http://www.pcjeweller.com), websites of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of KFintech at <https://evoting.kfintech.com>.

Members, whose e-mail address is not registered with DP / Company / RTA, are requested to follow the process prescribed in the Notes section, to receive this Postal Ballot Notice, User ID and Password for e-voting. **The communication of assent / dissent of Members will take place only through e-Voting facility.**

An Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the Special Businesses forms part of this Postal Ballot Notice.

The Board of Directors of the Company has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872), Proprietor R S Sharma & Associates, Company Secretaries, New Delhi, as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions forming part of Postal Ballot Notice and communicate their Assent or Dissent for the aforesaid Special Businesses before 5:00 P.M. on November 21, 2024, only

through e-voting facility. The Company has engaged the services of KFintech as the Agency to provide e-voting facility.

Based on the Scrutinizer's Report, the result will be declared by the Chairman / Managing Director or in his absence by the Company Secretary within 2 working days of conclusion of e-voting. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. November 21, 2024.

**SPECIAL BUSINESS:**

**ITEM NO. 1: SUB-DIVISION / SPLIT OF EQUITY SHARES**

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

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), the rules, regulations and guidelines etc. issued by the Securities and Exchange Board of India (“**SEBI**”) including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rules, regulations, circulars and notifications etc. issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and other competent authorities, and subject to the approvals, consents and permissions, as may be required from the SEBI, Stock Exchanges and other relevant statutory or regulatory authorities and subject to such terms, conditions, amendments, revisions and corrections, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents and permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), approval of Members of the Company be and is hereby accorded for sub-division / split of equity shares of the Company, such that 1 (One) equity share having face value of ₹ 10 (Rupees Ten Only) each, fully paid-up, be sub-divided / split into 10 (Ten) equity shares having face value of ₹ 1 (Rupee One Only) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“**Record Date**”) by the Board.

RESOLVED FURTHER THAT pursuant to sub-division / split of equity shares, the authorized, issued, subscribed and paid-up share capital, existing on the Record Date shall stand sub-divided / split as under:

Type of Capital	Pre sub-division / split			Post sub-division / split		
	No. of shares	Face value (₹)	Total share capital (₹)	No. of shares	Face value (₹)	Total share capital (₹)
<b>Authorised Share Capital:</b>						
Equity Shares	100,00,00,000	10	1000,00,00,000	1000,00,00,000	1	1000,00,00,000
Preference Shares	26,00,00,000	10	260,00,00,000	26,00,00,000	10	260,00,00,000
<b>Issued, Subscribed and Paid-up Share Capital:</b>						
Equity Shares	46,58,39,868	10	465,83,98,680	465,83,98,680	1	465,83,98,680
Preference Shares	0	10	0	0	10	0

RESOLVED FURTHER THAT upon sub-division / split of equity shares as aforesaid and with effect from the Record Date:

- i) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) / Letters of Confirmation of the Company, in compliance with the prevailing laws / guidelines in this regard; and

- ii) for the equity shares held in dematerialized form, the sub-divided / split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of Members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT approval of Members be and is hereby accorded to make all the requisite alterations, modifications and adjustments in PC Jeweller Limited Employee Stock Option Plan – 2011, as may be necessary due to sub-division / split of equity shares of the Company.

RESOLVED FURTHER THAT approval of Members be and is hereby accorded to make appropriate alterations, modifications and adjustments in the conversion ratio of outstanding Fully Convertible Warrants, as may be necessary due to sub-division / split of equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or any Director and / or Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division / split of equity shares, to accept and make any alteration(s), modification(s) to the terms and to give such directions as it / they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division / split of the equity shares as aforesaid and to carry out / execute all matters in connection therewith and incidental thereto including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable laws, rules and regulations, without seeking any further approval / consent of Members of the Company.”

## **ITEM NO. 2: ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} and Articles of Association of the Company, approval of Members of the Company be and is hereby accorded to replace the existing Clause V of Memorandum of Association of the Company with the following new Clause V:

- V. The authorised share capital of the Company is ₹ 1260,00,00,000/- (Rupees One Thousand Two Hundred Sixty Crore Only) divided into 1000,00,00,000 (One Thousand Crore) equity shares of ₹ 1 (Rupee One Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10 (Rupees Ten Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or any Director and / or Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient including to settle any question, difficulty or doubt that may arise in this regard, signing, execution and submission of various deed, documents etc. or any modifications / amendments thereto with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities as may be necessary.”

## **ITEM NO. 3: APPOINTMENT OF SHRI MAHESH AGARWAL (DIN: 00086304) AS AN INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “Act”) and Regulations 17(1C) and 25(2A) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Mahesh Agarwal (DIN: 00086304), who was appointed as an Additional Director (Category: Independent Director) with effect from September 30, 2024 pursuant to the provisions of Section 161 of the Act and Articles

of Association of the Company and in respect of whom the Company has received a notice in writing from him under Section 160 of the Act signifying his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 30, 2024 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable for giving effect to this resolution.”

#### **ITEM NO. 4: APPOINTMENT OF SHRI FARANGI LAL KANSAL (DIN: 10782936) AS AN INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “Act”) and Regulations 17(1A), 17(1C) and 25(2A) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Farangi Lal Kansal (DIN: 10782936), who was appointed as an Additional Director (Category: Independent Director) with effect from September 30, 2024 pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from him under Section 160 of the Act signifying his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 3 (three) consecutive years with effect from September 30, 2024 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable for giving effect to this resolution.”

#### **ITEM NO. 5: APPOINTMENT OF SHRI VISHAN DEO (DIN: 07634994) AS A DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “Act”) and Regulation 17(1C) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vishan Deo (DIN: 07634994), who was appointed as an Additional Director with effect from September 30, 2024 pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable for giving effect to this resolution.”

#### **ITEM NO. 6: APPOINTMENT OF SHRI VISHAN DEO (DIN: 07634994) AS A WHOLE-TIME DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vishan Deo (DIN: 07634994) be and is hereby appointed as a Whole-

time Director of the Company, designated as Executive Director (Finance) at the following terms and remuneration:

- 1) Period of appointment: 3 years i.e. from September 30, 2024 to September 29, 2027.
- 2) Remuneration: ₹ 2,00,000/- per month with an increment of up to 50% during the period of appointment; and
- 3) Ex-gratia / bonus as per the rules of the Company and subject to the applicable laws; and
- 4) Gratuity as per the applicable laws.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profits in any financial year during his tenure, the Company shall pay to Shri Vishan Deo, the remuneration by way of salary, ex-gratia / bonus and gratuity as specified above and in accordance with the limits specified in Schedule V of the Act or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be and is hereby authorized to vary, alter or modify the terms and conditions of appointment of Shri Vishan Deo except relating to remuneration as it may at its discretion, deem fit, from time to time.

RESOLVED FURTHER THAT no sitting fee shall be paid to Shri Vishan Deo for attending meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT Shri Vishan Deo shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable for giving effect to this resolution.”

By the Order of Board of Directors  
For **PC Jeweller Limited**

Date: October 19, 2024  
Place: New Delhi

Sd/-  
(RAMESH KUMAR SHARMA)  
**Executive Director**  
DIN: 01980542

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the proposed Special Businesses is annexed hereto.

2. In compliance with General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”), in continuation to the earlier circulars issued in this regard by MCA, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (“SEBI”), in continuation to the earlier circulars issued in this regard by SEBI, Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants (“DP”) / Company / Registrar & Transfer Agent (“RTA”) - KFin Technologies Limited (“KFintech”), and whose names appear in Register of Members / List of Beneficial Owners as received from National Securities Depository Limited / Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, October 18, 2024 (“Cut-off date”).

3. Postal Ballot Notice will also be available on the Company’s website <https://www.pcjeweller.com> websites of BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and on the website of KFintech at <https://evoting.kfintech.com>. Physical copy of Postal Ballot Notice will be sent to those Members who request for the same.

4. A person who is not a Member of the Company as on the Cut-off date should treat this Notice for information only.

5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business will be transacted only through e-voting facility electronically. The Company has engaged the services of KFintech as the Agency to provide e-voting facility. **Members can vote only by e-voting.**

7. The e-voting facility shall be available during the following period:

**Commencement of e-voting** : From 9:00 A.M. on Wednesday, October 23, 2024  
**End of e-voting** : Up to 5:00 P.M. on Thursday, November 21, 2024

The e-voting shall not be allowed beyond the aforesaid date and time and e-voting module shall be disabled by KFintech for voting thereafter.

8. The e-Voting Event Number, User ID and Password for e-voting are being sent only by e-mail, to those Members who have registered their e-mail address.

9. Members are requested to carefully read the '**Instructions for e-voting**' mentioned hereunder:

**Instructions for e-voting:**

i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities" e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DP in order to increase the efficiency of the voting process.

ii) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DP to access e-voting facility.

iii) In case of any queries or grievances on voting by electronic means, Members may refer Help and Frequently Asked Questions ("FAQs") on e-voting and User Manual for Shareholders available at the download section of KFintech's website <https://evoting.kfintech.com> or e-mail at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's Toll Free No.: 1800-309-4001.

iv) The detailed process for e-voting is explained herein below:

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFintech's e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**Details on Step 1:**

**Login method for individual shareholders holding shares in demat mode is as under:**

Type of shareholders	Login Method
Individual shareholders holding shares in demat	1. User already registered for IDeAS facility: i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>



<p><b>mode with National Securities Depository Limited (“NSDL”)</b></p>	<p>ii) Click on the “Beneficial Owner” icon under “Login” under “IDeAS” section.</p> <p>iii) On the new page, enter User ID and Password. On successful authentication, click on “Access to e-Voting”.</p> <p>iv) Click on e-Voting link against the Company’s name ‘PC Jeweller Limited’ and cast your vote or select e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p> <p><b>2. User not registered for IDeAS e-Services:</b></p> <p>i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>ii) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii) Proceed with completing the required fields.</p> <p>iv) After registration follow steps given in point 1.</p> <p><b>3. Alternatively by directly accessing the e-voting website of NSDL:</b></p> <p>i) Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></p> <p>ii) Click on the icon “Login” which is available under “Shareholder / Member” section.</p> <p>iii) A new screen will open. Enter your User ID (i.e. 8 character DP ID followed by 8 digits Client ID of your demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv) On successful authentication, you will be re-directed to NSDL IDeAS Portal.</p> <p>v) Click on e-Voting link available against the Company’s name ‘PC Jeweller Limited’ and cast your vote. You can also cast your vote by clicking on KFintech link placed under e-voting service provider and you will be re-directed to e-voting page of KFintech for casting your vote.</p>
<p><b>Individual shareholders holding shares in demat mode with Central Depository Services Limited (“CDSL”)</b></p>	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <p>i) Visit URL: <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></p> <p>ii) Login with your registered User ID and Password.</p> <p>iii) The user will be able to see the e-voting Menu.</p> <p>iv) Click on the e-Voting link available against the Company’s name ‘PC Jeweller Limited’ and cast your vote. You can also cast your vote by selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p> <p><b>2. User not registered for Easi / Easiest:</b></p> <p>i) Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></p> <p>ii) Proceed with completing the required fields.</p> <p>iii) After registration follow the steps given in point 1.</p> <p><b>3. Alternatively by directly accessing the e-voting website of CDSL:</b></p> <p>i) Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></p> <p>ii) Click on e-Voting tab and provide your demat account number and PAN.</p> <p>iii) System will authenticate User by sending OTP on registered mobile &amp; e-mail as recorded in the demat Account.</p>



	iv) On successful authentication, you will enter the e-voting module of CDSL. v) Click on e-Voting link available against the Company's name 'PC Jeweller Limited' and cast your vote. You can also cast your vote by selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.
<b>Individual shareholders login through their demat accounts / website of DP</b>	<p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</p> <p>2. Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on options available against the Company's name 'PC Jeweller Limited' or select e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at the respective websites.

**Helpdesk:** Helpdesk details for individual shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as under:

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll Free No.: 1800-1020-990 and 1800-224-430.
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43.

#### Details on Step 2:

**Login method for shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode is as under:**

**A) Members whose e-mail address are registered with the DP / Company / RTA** will receive an e-mail from KFintech, which will include details of E-Voting Event Number (EVEN), User ID and Password. They will have to follow the following process:

i) Launch internet browser by typing the URL: <https://emeetings.kfintech.com>

ii) Enter the login credentials (i.e. User ID & Password). Your User ID will be as under:

- For Members holding shares in demat form with NSDL: 8 character DP ID followed by 8 digits Client ID
- For Members holding shares in demat form with CDSL: 16 digits Beneficiary ID
- For Members holding shares in physical form: EVEN Number followed by Folio No.

However, if you are already registered with KFintech for e-voting, you can login by using your existing User ID and Password for casting your vote.

iii) After entering these details appropriately, click "LOGIN".

iv) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail address etc. on first login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take

utmost care to keep your Password confidential.

v) You need to login again with the new credentials.

vi) On successful login, system will prompt you to select the 'EVEN' i.e. 'PC Jeweller Limited' and click on submit.

vii) On the voting page, you will see resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares as on the **Cut-off date i.e. October 18, 2024** (which represents number of votes) under 'FOR / AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together shall not exceed your total shareholding. You may also choose the option 'ABSTAIN'. If Member does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

viii) Cast your vote by selecting an appropriate option and click 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else click 'CANCEL' to change your vote.

ix) Once you 'CONFIRM' your vote on the resolution(s), you will not be allowed to modify your vote.

x) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

**B) Members whose e-mail address are not registered with the DP / Company / RTA** will have to follow the following process for registration of e-mail address for procuring User ID and Password for e-voting:

i) In case shares are held in demat form, please provide DP ID-Client ID / Beneficiary ID, Name, Client Master List, self-attested scanned copies of PAN card and Aadhar card to [evoting@kfintech.com](mailto:evoting@kfintech.com) or [investors@pcjeweller.com](mailto:investors@pcjeweller.com). Alternatively, if you are an Individual shareholder holding shares in demat form, you are requested to refer to the login method explained above i.e. "Login method for individual shareholders holding shares in demat mode".

ii) In case shares are held in physical form, please provide Folio No., Name, scanned copy of the Share Certificate (front and back), self-attested scanned copies of PAN card and Aadhar card to [evoting@kfintech.com](mailto:evoting@kfintech.com) or [investors@pcjeweller.com](mailto:investors@pcjeweller.com).

iii) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), User ID and Password.

iv) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

**10.** The document(s) referred to in the Explanatory Statement will be available for inspection on the website of the Company without any fee by Members from the date of dispatch of this Notice till the last date of e-voting i.e. November 21, 2024.

**11.** The Scrutinizer will make a report of the total votes cast in favour or against and invalid votes, if any, to the Chairman / Managing Director of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman / Managing Director or in his absence by the Company Secretary within 2 working days of conclusion of e-voting.

**12.** The result declared alongwith the Scrutinizer's Report will be placed on the Company's website and also on KFintech's website and will also be forwarded to the Stock Exchanges, where the Company's shares are listed.

13. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. November 21, 2024.

14. Members are requested to participate in the ‘**Green Initiative in Corporate Governance**’ for receiving all the communications including Annual Report, Notices etc. from the Company electronically. Members, who have not yet registered their e-mail address, are requested to follow the following process:

i) Members holding shares in demat form can register their e-mail address with their respective DP; and

ii) Members holding shares in physical form can register their e-mail address in the prescribed Form ISR-1 with the Company’s RTA - KFintech. Members may download the Form from the Company’s website and are requested to forward the duly filled in Form to KFintech.

15. SEBI has mandated for all listed entities to ensure that shareholders holding equity shares in physical form shall furnish / update their PAN, KYC, Nomination and Bank account details (if not updated or provided earlier) through their respective RTA. Service request or complaint received from any Member, cannot be processed by RTA until registration / updation of PAN, KYC, Nomination and Bank account details in the records of the Company’s RTA. Further, with effect from April 1, 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Relevant details and forms as prescribed by SEBI in this regard are available on the Company’s website [www.pcjeweller.com](http://www.pcjeweller.com) in Investors section.

Members holding shares in demat form are requested to submit their PAN, Bank and other details with their respective DP.

## **EXPLANATORY STATEMENT**

[Pursuant to Section 102 of the Companies Act, 2013]

### **Item Nos. 1 and 2:**

The equity shares of the Company are listed and traded on both BSE Limited and National Stock Exchange of India Limited. With a view to enhance the liquidity of the Company's equity shares and to encourage participation of retail investors by making equity shares of the Company more affordable, the Board of Directors (“**Board**”) of the Company at its meeting held on September 30, 2024, subject to the approval of Members, statutory and regulatory authorities, if any, has approved sub-division / split of equity shares of the Company such that 1 (One) equity share having face value of ₹ 10 (Rupees Ten Only) each, fully paid-up, be sub-divided / split into 10 (Ten) equity shares having face value of ₹ 1 (Rupee One Only) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“**Record Date**”) by the Board.

The sub-division / split of equity shares may also require appropriate alterations, modifications and adjustments in PC Jeweller Limited Employee Stock Option Plan – 2011.

The Company has 48,03,66,528 (Forty Eight Crore Three Lakh Sixty Six Thousand Five Hundred Twenty Eight) outstanding Fully Convertible Warrants (“**Warrants**”). Consequent to the sub-division / split in face value of equity shares from ₹ 10 each to ₹ 1 each, resulting into 10 equity shares of ₹ 1 each for existing 1 equity share of ₹ 10 each, conversion ratio of outstanding Warrants shall stand changed accordingly i.e. every Warrant shall be convertible into 10 equity shares of ₹ 1 each on exercise of the right by the Warrant holder to subscribe equity shares pursuant to conversion of Warrants after payment of the remaining 75% of the issue price within the time limit prescribed under the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The sub-division / split of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of Memorandum of Association of the Company. There will not be any change in the amount of authorized, issued, subscribed and paid-up share capital of the Company on account of sub-division / split of equity shares. Further, such sub-division / split shall not be construed as

reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013. The draft amended Memorandum of Association will be available for inspection by Members.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013 approval of Members of the Company is required for sub-division / split of equity shares and consequential alteration to Capital Clause i.e. Clause V of Memorandum of Association of the Company. Hence, the Board recommends the resolutions set out at Item Nos. 1 and 2 of this Notice for your approval by way of Ordinary Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 and 2 of this Notice except to the extent of their respective shareholding in the Company, if any.

**Item No. 3:**

The Board of Directors (“**Board**”) at its meeting held on September 30, 2024 approved the appointment of Shri Mahesh Agarwal as an Independent Director (Additional Director), not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from September 30, 2024, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier.

Further, in terms of Section 160(1) of the Companies Act, 2013 (“**Act**”), the Company has received a notice in writing from Shri Mahesh Agarwal signifying his candidature for the office of Director. The brief profile and specific areas of expertise of Shri Mahesh Agarwal are provided in the Annexure to this Notice.

Shri Mahesh Agarwal given his consent to act as a Director of the Company in terms of Section 152 of the Act and intimated / confirmed that neither he is disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. He has also given a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and confirmed that he is not aware of any circumstance or situation, which exist 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.

In the opinion of the Board, Shri Mahesh Agarwal is a person of integrity and fulfils the conditions specified in the Act and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board has considered his skills / expertise / competencies in financial and risk management, as being key requirements for this role. In view of the aforesaid, the Board is of the opinion that Shri Mahesh Agarwal possesses requisite skills, capabilities and experience so as to enable the Board to discharge its functions and duties effectively.

Hence, the Board recommends the resolution set out at Item No. 3 of this Notice for your approval by way of a Special Resolution in terms of Regulation 25(2A) of LODR Regulations. Copy of letter of appointment of Shri Mahesh Agarwal as an Independent Director setting out the terms and conditions as well as Notice under Section 160(1) of the Act will be available for inspection by Members.

Except Shri Mahesh Agarwal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

**Item No. 4:**

The Board of Directors (“**Board**”) at its meeting held on September 30, 2024 approved the appointment of Shri Farangi Lal Kansal as an Independent Director (Additional Director), not liable to retire by rotation, for a term of 3 (three) consecutive years with effect from September 30, 2024, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment,

whichever is earlier.

Further, in terms of Section 160(1) of the Companies Act, 2013 (“Act”), the Company has received a notice in writing from Shri Farangi Lal Kansal signifying his candidature for the office of Director. The brief profile and specific areas of expertise of Shri Farangi Lal Kansal are provided in the Annexure to this Notice.

Shri Farangi Lal Kansal given his consent to act as a Director of the Company in terms of Section 152 of the Act and intimated / confirmed that neither he is disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. He has also given a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and confirmed that he is not aware of any circumstance or situation, which exist 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.

In the opinion of the Board, Shri Farangi Lal Kansal is a person of integrity and fulfils the conditions specified in the Act and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board has considered his skills / expertise / competencies and experience in the governance and administration, as being key requirements for this role. In view of the aforesaid, the Board is of the opinion that Shri Farangi Lal Kansal possesses requisite skills, capabilities and experience so as to enable the Board to discharge its functions and duties effectively.

In view of his knowledge and skills supported by vast experience, the Board considers that although Shri Farangi Lal Kansal has attained the age of 75 years yet his appointment as an Independent Director would be of immense benefit to the Company. Hence, the Board recommends the resolution set out at Item No. 4 of this Notice for your approval by way of a Special Resolution in terms of Regulations 17(1A) and 25(2A) of LODR Regulations. Copy of letter of appointment of Shri Farangi Lal Kansal as an Independent Director setting out the terms and conditions as well as Notice under Section 160(1) of the Act will be available for inspection by Members.

Except Shri Farangi Lal Kansal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

#### **Item Nos.: 5 and 6**

The Board of Directors (“**Board**”) at its meeting held on September 30, 2024 appointed Shri Vishan Deo as an Additional Director with effect from September 30, 2024, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier. In the same meeting, the Board also appointed him as a Whole-time Director of the Company, designated as Executive Director (Finance) for a period of 3 years with effect from September 30, 2024, liable to retire by rotation, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier.

Further, in terms of Section 160(1) of the Companies Act, 2013 (“Act”), the Company has received a notice in writing from a Member along with the deposit of requisite amount, proposing the candidature of Shri Vishan Deo for the office of Director. The brief profile and specific areas of expertise of Shri Vishan Deo are provided in the Annexure to this Notice.

Shri Vishan Deo given his consent to act as a Director of the Company in terms of Section 152 of the Act and intimated / confirmed that neither he is disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. He also confirmed that he meets the criteria of appointment as a Whole-time Director as specified under Section 196 of the Act read with Schedule V.

In view of his qualities and capabilities supported by experience and after assessing his business acumen, the Board considers that appointment of Shri Vishan Deo as a Whole-time Director would be of immense benefit to the Company. Taking into consideration the size of the Company, the profile, skills and responsibilities shouldered by Shri Vishan Deo, the remuneration proposed to be paid to him is completely justified. Keeping in view the similar or higher levels of remuneration in India at these levels, the remuneration proposed is moderate in comparison to the remuneration of similar senior level personnel in other similar companies in the Industry.

The Board has considered his skills / expertise / competencies and experience in the industry and financial management, as being key requirements for this role. In view of the aforesaid, the Board is of the opinion that Shri Vishan Deo possesses requisite skills, capabilities and experience so as to enable the Board to discharge its functions and duties effectively.

The draft Written Memorandum under Section 190 of the Act, setting out the terms of appointment of Shri Vishan Deo as a Whole-time Director of the Company as well as Notice under Section 160(1) of the Act will be available for inspection by Members.

The Board approved the appointment and remuneration proposed to be paid to Shri Vishan Deo as a Whole-time Director and recommends the resolutions at Item Nos. 5 and 6 of this Notice, for your approval by way of Ordinary and Special Resolutions respectively.

Except Shri Vishan Deo and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 and 6.

By the Order of Board of Directors  
For **PC Jeweller Limited**

Date: October 19, 2024  
Place: New Delhi

Sd/-  
(RAMESH KUMAR SHARMA)  
**Executive Director**

## DETAILS OF THE DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name	Shri Mahesh Agarwal	Shri Farangi Lal Kansal	Shri Vishan Deo
<b>Director Identification Number</b>	00086304	10782936	07634994
<b>Date of Birth</b>	04/04/1962	17/04/1941	10/04/1959
<b>Age</b>	62 years	83 years	65 years
<b>Qualifications &amp; brief profile</b>	<p>Shri Mahesh Agarwal is a Fellow member of the Institute of Chartered Accountants of India and holds a Bachelor's degree in Commerce from Punjab University. He is also enrolled as a professional member of Indian Institute of Insolvency Professionals of ICAI. He has more than 35 years' experience in banking and project financing besides due diligence and various audit like Internal Audit, Concurrent Audit etc. He also possess in depth knowledge and practical experience in internal control systems and processes and risk advisory etc. He is also empanelled as Insolvency Professional with National Company Law Tribunal, Punjab National Bank and State Bank of India. He is also a member of Rehabilitation of MSME Committee formed by Indian Bank, New Delhi.</p>	<p>Shri Farangi Lal Kansal holds a Master's degree in Engineering (Public Health) from University of Calcutta and a Bachelor's degree in Engineering (Civil) from Punjab University. He had more than five decades of experience in the field of environment protection &amp; pollution control, water supply, sanitation and administration. During his illustrious career he held many top positions like Chairman of Punjab Pollution Control Board, Consultant with National Bank for Agriculture &amp; Rural Development, Member of Punjab State Water Sanitation Mission and State Level Environment Impact Assessment Authority. He was also awarded for his excellent work on both National and International levels which also includes grant of Honorary Citizenship of Dallas, Texas. He is / was also holding membership of various professional and other bodies.</p>	<p>Shri Vishan Deo holds a Bachelor's degree in Science and a Master's degree in Physics from Lucknow University. He is associated with the Company since April, 2011. Over a period of 13 years, his roles and responsibilities in the Company include matters related to managing export-import business, forex, FEMA compliances, customs related matters as well as other banking operations including foreign exchange operations etc. Prior to joining the Company, he was with State Bank of Bikaner and Jaipur. He has total of 27 years' banking experience in forex, asset liability management etc.</p>
<b>Expertise in specific functional areas</b>	Project financing and restructuring	Administration and environment protection & pollution control	Finance and forex operations
<b>Date of first appointment on the Board</b>	September 30, 2024	September 30, 2024	September 30, 2024
<b>Terms and conditions of appointment</b>	As mentioned in the resolution at Item No. 3.	As mentioned in the resolution at Item No. 4.	As mentioned in the resolutions at Item Nos. 5 & 6.



<b>No. of meetings of the Board attended during financial year 2024-25</b>	1/1	1/1	1/1
<b>Remuneration drawn during financial year 2024-25</b>	₹ 0.50 lakh (Sitting Fee)	₹ 0.40 lakh (Sitting Fee)	₹ 7.67 lakh
<b>Remuneration proposed to be paid</b>	Sitting fee as approved by the Board	Sitting fee as approved by the Board	As mentioned in the resolution at Item No. 6.
<b>Relationships between Directors inter-se &amp; Key Managerial Personnel</b>	None	None	None
<b>Directorships held in other companies (excluding foreign companies and Section 8 companies)</b>	Worldwide Aluminium Limited	None	1) Luxury Products Trendsetter Private Limited 2) PCJ Gems & Jewellery Limited
<b>Memberships / Chairmanships of committees of the Board of public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	<b>PC Jeweller Limited</b> Audit Committee – Member  <b>Worldwide Aluminium Limited</b>  Audit Committee – Chairman Stakeholders Relationship Committee - Member	None	None
<b>Shareholding in the Company</b>	7,600 equity shares	Nil	Nil
<b>Names of listed entities from which Director has resigned in the past three years</b>	None	None	None