



Date: 12/12/2024

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 December 11, 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, December 6, 2024 ("**Cut-off date**"). The same will also be available on the Company's website www.pcjeweller.com, websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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, December 6, 2024.

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

Commencement of e-voting: From 9:00 A.M. (IST) on Friday, December 13, 2024

End of e-voting: Up to 5:00 P.M. (IST) on Saturday, January 11, 2025

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, 3rd Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971

info@pcjeweller.com • www.pcjeweller.com • CIN: L36911DL2005PLC134929



PC Jeweller Limited

CIN: L36911DL2005PLC134929

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

Phone: 011 - 49714971, Fax: 011 - 49714972

E-mail: info@pcjeweller.com, Website: www.pcjeweller.com

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. Issuance of 5,17,11,462 equity shares by way of preferential allotment on private placement basis to the Consortium Lenders for settling part of their outstanding debts.
2. Re-appointment of Shri Ramesh Kumar Sharma (DIN: 01980542) 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, December 6, 2024 (“Cut-off date”).

Postal Ballot Notice will also be available on the Company’s website www.pcjeweller.com, websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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 January 11, 2025, 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. January 11, 2025.

SPECIAL BUSINESS:

1. ISSUANCE OF 5,17,11,462 EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS TO THE CONSORTIUM LENDERS FOR SETTLING PART OF THEIR OUTSTANDING DEBTS

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) 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 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 issued by the Securities and Exchange Board of India (“**SEBI**”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Foreign Exchange Management Act, 1999 and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“**RBI**”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions 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 to the Board to create, issue, offer and allot 5,17,11,462 (Five Crore Seventeen Lakh Eleven Thousand Four Hundred Sixty Two Only) equity shares of face value of ₹ 10/- (Rupees Ten Only) each, by way of preferential allotment on private placement basis, to the following Consortium Lenders (hereinafter collectively referred to as “**Proposed Allottees**” and individually as an “**Allottee**”) classified under ‘Non-Promoter, Public Category’, at an issue price of ₹ 292/- (Rupees Two Hundred Ninety Two Only) per equity share (including a premium of ₹ 282/- per share), which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, for settling part of their outstanding debts in terms of the Joint Settlement Agreement dated September 30, 2024 entered into amongst the Company and Consortium Lenders, on such terms and conditions as detailed herein below:

Sr. No.	Name(s) of the Proposed Allottees	Maximum no. of equity shares for the respective Allottee
1	State Bank of India	1,76,64,635
2	Union Bank of India	82,99,690
3	Punjab National Bank	69,96,561
4	Axis Bank Limited	9,35,977
5	IndusInd Bank Limited	3,36,125
6	Bank of India	29,73,409
7	IDBI Bank Limited	13,85,867
8	Karur Vysya Bank	4,34,376
9	Indian Overseas Bank	29,16,526
10	Canara Bank	27,97,590

11	Indian Bank	34,75,010
12	Bank of Baroda	10,13,545
13	IDFC First Bank Limited	8,68,753
14	Kotak Mahindra Bank Limited	16,13,398
Total		5,17,11,462

RESOLVED FURTHER THAT as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue price of equity shares proposed to be allotted to the Proposed Allottees shall be December 12, 2024, being the date 30 days prior to the date of passing of this resolution i.e. the last date of e-voting i.e. January 11, 2025.

RESOLVED FURTHER THAT the issue price and quantity of aforesaid issuance of equity shares shall be adjusted in terms of Regulation 166 of ICDR Regulations post Record Date for sub-division / split of face value of equity shares of the Company from ₹ 10/- each share to ₹ 1/- each share i.e. December 16, 2024.

RESOLVED FURTHER THAT the equity shares to be allotted to Proposed Allottee(s) shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a. The equity shares to be allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted thereunder;
- b. Allotment shall be made only in dematerialized form;
- c. The allotment of equity shares will be completed within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within a period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by the SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.;
- d. The equity shares to be allotted shall rank pari-passu with the existing equity shares of the Company in all respects including as to dividend and / or any other corporate actions / benefits, if any, for which the book closure or the record date falls subsequent to the Board approval for issuance of the equity shares; and
- e. The equity shares to be allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company and other applicable laws, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or Executive Director and / or Key Managerial Personnel of the Company be and are hereby severally authorized 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 without limitation to make application to Stock Exchanges for obtaining in-principle approval, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of equity shares, signing of all the deeds and documents as may be required without being required to seek any further approval of Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company.”

2. RE-APPOINTMENT OF SHRI RAMESH KUMAR SHARMA (DIN: 01980542) 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 Ramesh Kumar Sharma (DIN: 01980542) be and is hereby re-appointed as a Whole-time Director of the Company, designated as Executive Director at the following terms and remuneration:

- 1) Period of appointment: 3 years i.e. from February 7, 2025 to February 6, 2028
- 2) Remuneration: ₹ 3,25,000/- per month;
- 3) Ex-gratia / bonus as per the rules of the Company and subject to the applicable laws;
- 4) Gratuity as per the applicable laws; and
- 5) Re-imbusement of expenses at actuals.

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 Ramesh Kumar Sharma, 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 re-appointment of Shri Ramesh Kumar Sharma 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 Ramesh Kumar Sharma for attending meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT Shri Ramesh Kumar Sharma 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: December 11, 2024
Place: New Delhi

Sd/-
(BALRAM GARG)
Managing Director
DIN: 00032083

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, December 6, 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 Friday, December 13, 2024
End of e-voting	: Up to 5:00 P.M. on Saturday, January 11, 2025

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 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
<p>Individual shareholders holding shares in demat mode with National Securities Depository Limited (“NSDL”)</p>	<p>1. User already registered for IDeAS facility:</p> <p>i) Visit URL: https://eservices.nsdl.com</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>2. User not registered for IDeAS e-Services:</p> <p>i) To register click on link: https://eservices.nsdl.com</p> <p>ii) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii) Proceed with completing the required fields.</p> <p>iv) After registration follow steps given in point 1.</p> <p>3. Alternatively by directly accessing the e-voting website of NSDL:</p> <p>i) Open URL: https://www.evoting.nsdl.com</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>Individual shareholders holding shares in demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p>1. Existing user who have opted for Easi / Easiest:</p> <p>i) Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: https://www.cdslindia.com</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>2. User not registered for Easi / Easiest:</p> <p>i) Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>ii) Proceed with completing the required fields.</p> <p>iii) After registration follow the steps given in point 1.</p>

	<p>3. Alternatively by directly accessing the e-voting website of CDSL:</p> <p>i) Visit URL: https://www.cdslindia.com</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 & e-mail as recorded in the demat Account.</p> <p>iv) On successful authentication, you will enter the e-voting module of CDSL.</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 selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p>
<p>Individual shareholders login through their demat accounts / website of DP</p>	<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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43.

Details on Step 2:

Login method for shareholders holding shares in physical mode and non-individual shareholders in demat 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. December 6, 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 or 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 or 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. January 11, 2025.

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. January 11, 2025.

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 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 No. 1:

After receipt of the acceptances / approvals from all Consortium Lenders to One Time Settlement proposal, the Company entered into a Joint Settlement Agreement with Consortium Lenders on September 30, 2024 for recording and implementing the terms of the settlement. The terms of settlement include the Company’s agreement to discharge and settle its outstanding debts with the Consortium Lenders partly by cash consideration and partly by conversion of debt into equity.

Accordingly, the Special Resolution at Item No. 1 of this Notice has been proposed pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (the “**Act**”), to issue, offer and allot total 5,17,11,462 (Five Crore Seventeen Lakh Eleven Thousand Four Hundred Sixty Two Only) equity shares, by way of preferential allotment on private placement basis to Consortium Lenders (“**Proposed Allottees**”) belonging to ‘Non-Promoter, Public Category’, for settling part of their outstanding debts in terms of the Joint Settlement Agreement dated September 30, 2024 entered into amongst the Company and Consortium Lenders. As per the terms of the Joint Settlement Agreement dated September 30, 2024, the conversion price of the converted equity shall be determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”) and all other applicable laws. Accordingly, the issue of 5,17,11,462 equity shares to Proposed Allottees has been proposed at an issue price of ₹ 292/- (Rupees Two Hundred Ninety Two Only) per share (including a premium of ₹ 282/- per share), being a price more than the price determined in accordance with the provisions of Chapter V of ICDR Regulations.

The proposed preferential issue of 5,17,11,462 equity shares to Consortium Lenders has been considered and approved by the Board in its meeting held on December 11, 2024 and is subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc.

The issue price and quantity of aforesaid issuance of equity shares shall be adjusted in terms of Regulation 166 of ICDR Regulations post Record Date for sub-division / split of face value of equity shares of the Company from ₹ 10/- each share to ₹ 1/- each share i.e. December 16, 2024.

The additional disclosures requirements for objects of the issue, in terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, are not applicable as the said issue is pursuant to conversion of outstanding debts of Consortium Lenders into equity shares.

The details of the issue and other particulars as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with Regulation 163 of ICDR Regulations are set forth below:

1. Objects of the Preferential Issue

Issuance of total 5,17,11,462 equity shares of face value of ₹ 10/- (Rupees Ten Only) each to the Consortium Lenders (“**Proposed Allottees**”) for settling part of their outstanding debts in terms of Joint Settlement Agreement dated September 30, 2024 and to strengthen the capital structure, net worth and reducing liabilities of the Company.

2. Utilization of gross proceeds

Not applicable as the proposed issue is pursuant to conversion of outstanding debts into equity shares and there will be no receipts of funds.

3. Interim use of proceeds

Not applicable as the proposed issue is pursuant to conversion of outstanding debts into equity shares and there will be no receipts of funds.

4. Monitoring of utilization of funds

Not applicable as the proposed issue is pursuant to conversion of outstanding debts into equity shares and there will be no receipts of funds.

5. Schedule of implementation and deployment of funds

Not applicable as the proposed issue is pursuant to conversion of outstanding debts into equity shares and there will be no receipts of funds.

6. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, maximum number of securities to be issued, manner of issue of securities, class or classes of persons to whom allotment is proposed to be made and the issue price

As per the terms of Joint Settlement Agreement dated September 30, 2024 entered into amongst the Company and Consortium Lenders, the conversion price of the converted equity shall be determined in accordance with ICDR Regulations and all other applicable laws. Accordingly, the Board at its meeting held on December 11, 2024 has subject to the approval of Members and such other approvals as may be required, approved the issuance of 5,17,11,462 (Five Crore Seventeen Lakh Eleven Thousand Four Hundred Sixty Two Only) equity shares of face value of ₹ 10/- (Rupees Ten Only) each, by way of preferential allotment on private placement basis to Consortium lenders classified under ‘Non-Promoter, Public Category’, at an issue price of ₹ 292/- (Rupees Two Hundred Ninety Two Only) per equity share (including a premium of ₹ 282/- per share), which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, for settling part of their outstanding debts in terms of the Joint Settlement Agreement dated September 30, 2024 entered into between the Company and Consortium Lenders.

7. Relevant date

The 'Relevant Date' for the purpose of determining the minimum issue price of the equity shares proposed to be allotted to the Proposed Allottees shall be December 12, 2024, being the date 30 days prior to the date of passing of the resolution at Item No.1 of this Notice i.e. the last date of e-voting i.e. January 11, 2025.

8. Basis on which the price has been arrived at, justification for the price (including premium, if any)

The equity shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited. The equity shares are frequently traded in terms of ICDR Regulations and floor price has been determined in accordance with ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of ICDR Regulations, the minimum issue price of the equity shares in preferential issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; **whichever is higher.**

In terms of the provisions of Regulation 164 of ICDR Regulations, the minimum price at which the equity shares may be issued computes to ₹ 170.41 (Rupees One Hundred Seventy and Forty One Paise Only) each.

Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price / minimum price of the shares issued on a preferential basis.

The proposed allotment is being made to the Consortium Lenders as per the Joint Settlement Agreement dated September 30, 2024, entered into amongst the Company and the Consortium Lenders. Consequently, all the Consortium Lenders have been categorized as persons acting in concert in accordance with Regulation 2(1)(q) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and accordingly the issuance of equity shares to them through preferential issue attracts the provision of Regulation 166A of ICDR Regulations for determination of issue price. This understanding is validated by a legal opinion obtained by the Company from Honorable Justice K. G. Balakrishnan, Former Chief Justice of India and Chairperson of National Human Rights Commission.

Hence, the Company appointed an independent registered valuer Mrs. Maddula Durga Sushma, Registered valuer (IBBI/RV/06/2019/10945) for determining the price for issuance of equity shares to Consortium Lenders in term of Regulation 166A of ICDR Regulations. The price determined through Valuation Report dated December 11, 2024 is ₹ 291.03 (Rupees Two Hundred Ninety One and Three Paise Only) per equity share. The said report is available in the ‘Investors’ section on the website of the Company at <https://www.pcjeweller.com>.

After considering the above, it was decided to issue the equity shares, to be allotted on preferential basis to Proposed Allottees, at a price of ₹ 292/- (Rupees Two Hundred Ninety Two Only) each, which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations.

9. Amount which the Company intends to raise by way of issue of securities

Not applicable as the proposed issue is pursuant to conversion of outstanding debts of Consortium Lenders into equity shares.

10. Name and address of valuer who performed valuation

Mrs. Maddula Durga Sushma, D.No: 29-1-99, Flat no A-4, 4th Floor, Sri Govinda Nilayam, 1/6 Brodipet, Guntur-522002, Registered Valuer (IBBI/RV/06/2019/10945).

11. Principal terms of assets charged as securities

Not Applicable

12. Material terms of raising securities

The same has been disclosed in the resolution.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

This allotment is proposed to be made to Consortium Lenders, in lieu of conversion of part of their outstanding debts. Accordingly, the issuance of equity shares, shall be adjusted against the existing debts in the books of the Company.

14. The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Consortium Lenders (QIBs) belonging to 'Non-Promoter, Public category'.

15. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

The allotment is proposed to be made to Consortium Lenders of the Company and after allotment they will also become shareholders of the Company in 'Non-Promoter, Public category'.

16. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer

None of the promoters, directors, key managerial personnel or senior management persons are subscribing to the offer.

17. Pre and Post issue shareholding pattern of the Company

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Sr. No.	Category	Pre issue shareholding		No. of equity shares to be allotted	Post Issue Shareholding	
		No. of Shares	%		No. of Shares	%
A	Promoter & Promoter Group holding:					
1	Indian Promoters:					
	Individuals/HUF	25,40,62,568	47.04	-	25,40,62,568	42.93
	Bodies Corporate	-	-	-	-	-
	Sub Total (A1)	25,40,62,568	47.04	-	25,40,62,568	42.93
2	Foreign Promoters (A2)	-	-	-	-	-
	Sub Total (A=A1+A2)	25,40,62,568	47.04	-	25,40,62,568	42.93
B	Non-Promoters' holding:					
1	Institutions (Domestic) (B1)	74,27,862	1.38	5,17,11,462	5,91,39,324	9.99
	Institutions (Foreign) (B2)	1,95,42,157	3.62	-	1,95,42,157	3.30
2	Non-Institutions (B3):					
	Bodies Corporate	8,82,02,669	16.33	-	8,82,02,669	14.91
	Directors and Relatives (excluding independent directors and nominee directors)	1,40,100	0.03	-	1,40,100	0.02
	Key Managerial Personnel	54,696	0.01	-	54,696	0.01
	Relatives of promoters (other than 'immediate relatives' of promoters)	1,963	0.00	-	1,963	0.00

	disclosed under 'Promoter and Promoter Group' category)					
	Individuals	15,96,85,225	29.56	-	15,96,85,225	26.99
	Non Resident Indians	26,14,815	0.48	-	26,14,815	0.44
	Others (including IEPF, HUF, Clearing Member, etc.)	83,55,713	1.55	-	83,55,713	1.41
	Sub Total (B=B1+B2+B3)	28,60,25,200	52.96	5,17,11,462	33,77,36,662	57.07
3	Non-Promoter - Non-Public (C)	-	-	-	-	-
	Grand Total (A+B+C)	54,00,87,768	100.00	5,17,11,462	59,17,99,230	100.00

Notes:

- 1) The pre-issue shareholding pattern is based on the BENPOS dated November 29, 2024 after taking into consideration allotment made on October 15, 2024 (4,35,972 equity shares), October 30, 2024 (3,38,85,000 equity shares), November 12, 2024 (3,63,75,000 equity shares), November 29, 2024 (39,87,900 equity shares) on conversion of equal number of Fully Convertible Warrants.
- 2) Post issue shareholding is calculated after assuming full allotment of 5,17,11,462 equity shares of the Company to Proposed Allottees.
- 3) Post issue shareholding structure may change depending upon any other corporate action in between.

18. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Name(s) of Allottees	Pre issue shareholding		No. of equity shares to be allotted	Shareholding post Allotment		Name of ultimate beneficial owners
	No. of Shares	%		No. of Shares	%@	
State Bank of India	Nil	Nil	1,76,64,635	1,76,64,635	2.98	Not Applicable*
Union Bank of India	Nil	Nil	82,99,690	82,99,690	1.40	Not Applicable*
Punjab National Bank	Nil	Nil	69,96,561	69,96,561	1.18	Not Applicable*
Axis Bank Limited	Nil	Nil	9,35,977	9,35,977	0.16	Not Applicable*
IndusInd Bank Limited	Nil	Nil	3,36,125	3,36,125	0.06	Not Applicable*
Bank of India	Nil	Nil	29,73,409	29,73,409	0.50	Not Applicable*
IDBI Bank Limited	Nil	Nil	13,85,867	13,85,867	0.23	Not Applicable*
Karur Vysya Bank	Nil	Nil	4,34,376	4,34,376	0.07	Not Applicable*
Indian Overseas Bank	Nil	Nil	29,16,526	29,16,526	0.49	Not Applicable*
Canara Bank	Nil	Nil	27,97,590	27,97,590	0.47	Not Applicable*
Indian Bank	Nil	Nil	34,75,010	34,75,010	0.59	Not Applicable*
Bank of Baroda	Nil	Nil	10,13,545	10,13,545	0.17	Not Applicable*
IDFC First Bank Limited	Nil	Nil	8,68,753	8,68,753	0.15	Not Applicable*
Kotak Mahindra Bank Limited	Nil	Nil	16,13,398	16,13,398	0.27	Not Applicable*

@Post issue shareholding percentage is calculated on the basis of fully paid-up capital of Rs. 5,91,79,92,300 consisting of 59,17,99,230 equity shares having face value of ₹ 10/- each after assuming full allotment of 5,17,11,462 equity shares of the Company.

**With reference to the proviso of Regulation 163(1)(f) and SEBI Circular No. CIR/MIRSD/2/2013 dated January 24, 2013, UBO provisions are not applicable as all the Proposed Allottees are Scheduled Commercial Banks and listed entities.*

19. Proposed time limit within which the allotment shall be completed

In terms of Regulation 170 of ICDR Regulations, preferential allotment of equity shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution provided that where the issue and allotment of equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within a period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

20. Change in control, if any, in the Company consequent to the preferential issue

There will be no change in the control or management of the Company. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

21. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the current financial year, pursuant to the approval granted by Members in the Extra-Ordinary General Meeting of the Company held on August 8, 2024 and the 'In-Principle Approvals' received from BSE Limited and National Stock Exchange of India Limited, the Company made preferential allotment of 11,50,00,000 Fully Convertible Warrants ("Warrants") on September 30, 2024 to 2 allottees and 36,58,02,500 Warrants on October 11, 2024 to 114 allottees, belonging to 'Promoter Group' and 'Non-Promoter, Public category', on private placement basis, at an issue price of ₹ 56.20 per Warrant, after receipt of stipulated amount i.e. 25% of the issue price as subscription amount in accordance with the provisions of ICDR Regulations.

Subsequently, upon receipt of the remaining 75% of the issue price per Warrant, the Company made allotment of 7,46,83,872 equity shares having face value of ₹ 10/- on conversion of an equivalent number of Warrants.

22. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

Nil

23. Lock-in period

The equity shares to be allotted shall be subject to lock-in in accordance with Chapter V of ICDR Regulations.

24. Certificate from Practicing Company Secretary

A certificate from M/s Kumar G & Co., Practicing Company Secretary, certifying that the proposed preferential issue of equity shares to Proposed Allottees is being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The said certificate is available in 'Investors' section on the website of the Company at <https://www.pcjeweller.com>.

25. Undertakings

i) None of the Company, its Promoters or Directors are categorized as wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

iv) The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.

v) The provisions of Regulations 159(1) and 167(6) of ICDR Regulations are not applicable as the preferential issue of equity shares is being made to Consortium Lenders being Scheduled Commercial Banks.

In terms of Sections 23, 42 and 62(1)(c) of the Act, approval of Members by way of Special Resolution is required for the resolution set out at Item No. 1 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 1 for your approval by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No.: 2

In the 16th Annual General Meeting of the Company held on September 30, 2021, Members have approved the re-appointment of Shri Ramesh Kumar Sharma as a Whole-time Director of the Company for a period of 3 years with effect from February 7, 2022, liable to retire by rotation, at a remuneration of ₹ 3,25,000/- per month plus bonus / ex-gratia as per the rules of the Company and subject to the applicable laws. The current term of Shri Ramesh Kumar Sharma as a Whole-time Director of the Company will expire on February 6, 2025.

Pursuant to the provisions of Sections 196, 197, 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) thereto or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the "Act"), the Board of Directors (the "Board") upon the recommendation of Nomination and Remuneration Committee, recommended his re-appointment as a Whole-time Director designated as Executive Director for a term of 3 years w.e.f. February 7, 2025 to February 6, 2028, on the terms and conditions as specified in the resolution at Item No.2 of this Notice. The brief profile and specific areas of expertise of Shri Ramesh Kumar Sharma are provided in the Annexure to this Notice.

Shri Ramesh Kumar Sharma confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and 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 contribution to the growth of the Company, his qualities and capabilities supported by experience and after assessing his business acumen, the Board considers that the re-appointment of Shri Ramesh Kumar Sharma 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 Ramesh Kumar Sharma, the remuneration proposed to be paid to him is completely justified. Further, 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 in business and strategy, industry experience and governance, as being key requirements for this role. In view of the aforesaid, the Board is of the opinion that Shri Ramesh Kumar Sharma possesses requisite skills, capabilities and experience so as to enable the Board to discharge its functions and duties effectively and recommends the re-appointment and remuneration proposed to be paid to Shri Ramesh Kumar Sharma as a Whole-time Director for approval of Members. The draft Written Memorandum under Section 190 of the Act, setting out the terms of re-appointment of Shri Ramesh Kumar Sharma as a Whole-time Director of the Company will be available for inspection by Members.

As per Section 196(3) read with Schedule V of the Act, the appointment of a person as a Whole-time Director, who has attained the age of 70 years, shall be made by way of a special resolution. Although Shri Ramesh Kumar Sharma will not be aged 70 years at the date of re-appointment but would attain the same during his tenure of re-appointment. So, as a good governance practice the Board recommends the resolution at Item No. 2 of this Notice for your approval by way of a Special Resolution.

Except Shri Ramesh Kumar Sharma and his relatives, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their respective shareholding in the Company, if any.

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

Date: December 11, 2024
Place: New Delhi

Sd/-
(BALRAM GARG)
Managing Director
DIN: 00032083

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT

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

Name	Shri Ramesh Kumar Sharma
Director Identification Number	01980542
Date of Birth	September 27, 1957
Age	67 years
Qualifications & brief profile	Shri Ramesh Kumar Sharma is a Certified Associate of Indian Institute of Bankers. He holds a Bachelor's degree and a Master's degree in Commerce from University of Rajasthan, Jaipur. He is associated with the Company since April 2007 and over a period of 17 years he has immensely contributed to the growth of the Company. Prior to joining the Company, he was associated with State Bank of Bikaner and Jaipur and has over 29 years' experience in foreign exchange, credit and administration.
Expertise in specific functional areas	Business and strategy, industry experience and governance
Date of first appointment on the Board	February 7, 2014
Terms and conditions of appointment	As mentioned in the resolution at Item No.2
No. of meetings of the Board attended during financial year 2024-25	7 of 8 meetings held during the year up to December 11, 2024.
Remuneration drawn during financial year 2024-25	₹ 26.43 lakh (up to November 30, 2024)
Remuneration proposed to be paid	As mentioned in the resolution at Item No.2
Relationships between Directors inter-se & Key Managerial Personnel	None
Directorships held in other companies (excluding foreign companies and Section 8 companies)	None
Memberships / Chairmanships of committees of the Board of public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)	PC Jeweler Limited Stakeholders Relationship Committee - Member
Shareholding in the Company	1,32,500 equity shares
Names of listed entities from which Director has resigned in the past three years	None