



Date: 16/07/2020

To,
The Listing Compliance Department,
BSE Limited,
P. J. Tower, Dalal Street,
Mumbai - 400001

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

Sub.: Notice of the 15th Annual General Meeting

Ref.: PC Jeweller Limited (Scrip Code: 534809, Symbol: PCJEWELLER)


Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Notice of the 15th Annual General Meeting of the Company scheduled to be held on Friday, August 7, 2020 at 1:00 P.M. (IST) through Video Conferencing / Other Audio Visual Means.

Kindly take the information on record.

Thanking you.

For **PC Jeweller Limited**


(VIJAY PANWAR)
Company Secretary

Encl.: As above

PC Jeweller Limited

REGD. & CORPORATE OFF: C - 54, PREET VIHAR, VIKAS MARG, DELHI - 110 092 PH: 011 - 49714971 FAX : 011 - 49714972

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



PC Jeweller Limited

CIN: L36911DL2005PLC134929

Regd. Office: C - 54, Preet Vihar, Vikas Marg, Delhi - 110 092

Phone: 011 - 49714971, Fax: 011 - 49714972

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

NOTICE

Notice is hereby given that the 15th Annual General Meeting of Members of PC Jeweller Limited will be held on Friday, August 7, 2020 at 1:00 P.M. (IST) through Video Conferencing / Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Statutory Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of Statutory Auditors thereon.
2. To appoint a Director in place of Shri Ramesh Kumar Sharma (DIN: 01980542), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration:

M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) ("**WCC**") were initially appointed as joint Statutory Auditors at an Extra-ordinary General Meeting of the Company held on March 28, 2011. At the 10th Annual General Meeting ("**AGM**") of the Company held on September 19, 2015 Members approved the appointment of WCC as Statutory Auditors for second term of 5 consecutive years from the conclusion of the said AGM till the conclusion of the 15th AGM. Hence, on expiry of their second term at the conclusion of this AGM, WCC would mandatorily retire as Statutory Auditors of the Company. WCC were paid Rs.1.30 crore (exclusive of GST) towards audit fee for the financial year 2019-20, other services including limited reviews and reimbursement of expenses incurred.

The Board of Directors on the recommendation of Audit Committee recommended the appointment of M/s Arun K. Agarwal & Associates, Chartered Accountants (Firm Registration No.003917N) ("**AKA**"), as Statutory Auditors of the Company for 5 consecutive years from the conclusion of this AGM till the conclusion of the 20th AGM, for the approval of Members. They will be paid such remuneration as may be mutually agreed between them and the Board of Directors of the Company plus applicable taxes and reimbursement of out-of-pocket expenses incurred.

Audit Committee considered various parameters like market standing of the firm, clientele served, competency and understanding of the Company as well as its business, and found AKA to be best suited to handle the audit of the financial statements of the Company. AKA were established in 1983 and has expertise in handling assignments of medium to very large organisations including PSUs, Banks and listed entities like ONGC Limited, Container Corporation of India Limited, Engineers India Limited, Union Bank of India, FIITJEE Limited etc. The firm is empanelled with C&AG, RBI, SFIO and IBA etc. Their peer review certificate is valid till April 19, 2021.

AKA have given their consent to act as the Auditors of the Company and have confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), M/s Arun K. Agarwal & Associates, Chartered Accountants (Firm Registration No.003917N) be and are hereby appointed as Statutory Auditors of the Company for 5 (Five) consecutive years in place of the retiring Auditors M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors plus applicable taxes and reimbursement of out-of-pocket expenses incurred."

By order of the Board of Directors
For PC Jeweller Limited

Sd/-
Place: New Delhi
Date: June 29, 2020

(VIJAY PANWAR)
Company Secretary

NOTES:

1. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circulars Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 15th AGM of the Company is being held through VC / OAVM. The deemed venue for the 15th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held pursuant to MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by Members will not be available for this AGM. Hence, Proxy Form is not annexed to this Notice. Route Map and Attendance Slip are also not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of Shri Ramesh Kumar Sharma, seeking re-appointment as Director at the 15th AGM, forms part of this Notice.
5. In compliance with MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 15th AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail Id's are registered with the Depository / the Company's Registrar & Transfer Agent ("RTA") - KFin Technologies Private Limited ("KFin"). AGM Notice and Annual Report 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 KFin at <https://evoting.karvy.com>.
6. Only those Members, whose names appear in Register of Members / List of beneficial owners as on **Friday, July 31, 2020 ("Cut-off Date")** shall be entitled to vote (through remote e-voting and during AGM) on the resolutions set forth in this Notice and their voting rights shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut-off Date should treat this Notice for information only.
7. As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all the risks associated with physical shares, Members are advised to dematerialize shares held by them in physical form.
8. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Hence, Members holding shares in demat form are requested to submit their PAN to their Depository Participant(s) and Members holding shares in physical form are required to submit their PAN to KFin.
9. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2019 (i.e. date of last AGM) on the website of the Company and also with MCA. Dividend amounts remaining unclaimed / unpaid for a period of 7 years from the date of transfer to unpaid dividend account will be transferred to Investor Education and Protection Fund ("IEPF"). Hence, unclaimed dividend for financial year 2012-13 and unclaimed interim dividend for financial year 2013-14 will be transferred to IEPF during current financial year. The shares on which dividend remains unclaimed for 7 consecutive years shall be transferred to the demat account of IEPF Authority as per Section 124 of the Act read with applicable IEPF Rules. In view of this, Members are requested to claim their dividends within the stipulated time and contact the Company or KFin for claiming the same.
10. The unclaimed share application money due for refund in relation to Initial Public Offer has been transferred to IEPF during financial year 2019-20. Investors may note that unclaimed share application money transferred to IEPF Authority can be claimed back. Concerned investors are advised to visit the weblink <http://iepf.gov.in/IEPF/refund.html> or contact KFin for lodging claim for unclaimed share



application money from IEPF Authority.

11. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is providing to its Members the facility to exercise their right to vote by electronic means through e-voting facility. The Company has engaged the services of KFin as the Agency to provide facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.

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

Commencement of remote e-voting:	From 9:00 A.M. (IST) on Tuesday, August 4, 2020
End of remote e-voting:	Up to 5:00 P.M. (IST) on Thursday, August 6, 2020

The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period.

13. The Board of Directors has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872), as the Scrutinizer to scrutinize the remote e-voting and voting during the AGM in a fair and transparent manner.

14. The Scrutinizer will make a consolidated Scrutinizer's 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 of Directors, 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 48 hours from the conclusion of the AGM at the Registered Office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. August 7, 2020.

15. The result declared along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and placed on the Company's website www.pcjeweller.com and also on KFin's website <https://evoting.karvy.com>. The result shall also be submitted with BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed.

16. Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are required to send scanned certified true

copy (PDF / JPG Format) of the relevant Board or Governing Body Resolution / Power of Attorney / Authority Letter to the Scrutinizer at the e-mail ID rss.scrutinizer@gmail.com with copy to evoting@karvy.com.

17. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details / mandates, change of address, e-mail ID's etc., to their respective Depository Participant(s). Members holding shares in physical form are requested to intimate such changes to the Company's RTA i.e. KFin.

18. Members desirous of making a nomination in respect of their shareholding in the Company are requested to submit duly filled Nomination Form (Form No. SH 13) with their respective Depository Participant(s) (in case the shares are held in demat form) and with KFin (in case the shares are held in physical form). Blank forms will be provided by the Company on request.

19. Members are requested to participate in the 'Green Initiative in Corporate Governance' for receiving all communications including Annual Report, Notices etc. from the Company electronically. Members, who have not yet registered their e-mail ID's, are requested to register the same with their respective Depository Participant(s) (in case the shares are held in demat form) and with KFin (in case the shares are held in physical form). The Company has also made available an e-mail registration facility to its Members through KFin, for the limited purpose of receiving notice of the 15th AGM and Annual Report 2019-20 in electronic mode. Members are requested to access the link https://ris.kfintech.com/email_registration/ to register their e-mail Id's.

20. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker from 9:00 A.M. (IST) to 5:00 P.M. (IST) on August 3, 2020 by clicking 'Speaker Registration' tab available on the e-voting website of KFin at <https://evoting.karvy.com>. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time and to ensure the smooth conduct of the AGM.

21. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

22. The relevant document(s) referred to in the accompanying

Notice will be available on the website of the Company for inspection by Members up to the date of the AGM.

23. During the AGM, the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and the certificate from Auditors of the Company certifying that PC Jeweller Limited Employee Stock Option Plan 2011 is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection electronically by Members.
24. Members are requested to carefully read the '**Instructions for attending the AGM, remote e-voting and e-voting during AGM**' mentioned hereunder:

A) Instructions for attending the AGM:

- i) Members will be able to attend the AGM, electronically, through VC / OAVM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'Event' for the Company's AGM.
- ii) Members who do not have User ID and Password for e-voting or have forgotten User ID and Password may retrieve the same by following the instructions for remote e-voting mentioned in the Notice.
- iii) For better experience, Members are requested to join the meeting through laptop using Google Chrome (preferred browser) or other browsers such as Firefox, Internet Explorer or Safari after removing firewalls.
- iv) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio / video loss due to fluctuation in their respective networks.
- v) Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be closed on expiry of 15 minutes from the scheduled time of the AGM.
- vi) Facility of joining the AGM through VC / OAVM shall be available for 1,000 Members on first come first served basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee,

Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

- vii) Those Members who register themselves as speaker will only be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time and to ensure the smooth conduct of the AGM.
- viii) Members, who have casted their votes by remote e-voting may also attend the AGM through VC / OAVM but shall not be entitled to cast their votes again.
- ix) Members who need technical assistance before or during the AGM, can contact: Shri I. L. Murthy, Sr. Manager at KFin at e-mail id: lakshmana.murthy@kfintech.com, contact no.: 9177401088 or can also call KFin's toll free no.: 1800-345-4001.

B) Instructions for remote e-voting:

- i) Launch internet browser by typing <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID & Password) mentioned in your e-mail. 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: Event Number followed by Folio No. registered with the Company.
- iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
- iv) After entering these details appropriately, click "LOGIN".
- v) 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 ID 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.

- vi) You need to login again with the new credentials.
- vii) If you are already registered with KFin for e-voting, you can use your existing User ID and Password for casting your vote.
- viii) On successful login, system will prompt you to select the 'EVENT' i.e. 'PC Jeweller Limited'.
- ix) 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. July 31, 2020 (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. 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.
- x) 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.
- xi) Once you 'CONFIRM' your vote on the resolutions, you will not be allowed to modify your vote.
- xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- xiii) In case of any queries on e-voting, you may refer Frequently Asked Questions (FAQs) on e-voting

and User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact Shri I. L. Murthy, Sr. Manager at KFin at e-mail id: lakshmana.murthy@kfintech.com, contact no.: 9177401088 or can also call KFin's toll free no.: 1800-345-4001.

C) Instructions for e-voting during the AGM:

- i) The e-voting window shall be activated during the AGM. Members shall vote as per the credentials displayed in the e-voting window.
 - ii) Members to click on the 'Instapoll' icon and follow the instructions to vote on the resolutions.
 - iii) Only those Members, who are present in the AGM through VC / OAVM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting during the AGM.
25. Any person, who acquires shares and become Member of the Company after the despatch of AGM Notice and holds shares as on the Cut-off Date i.e. July 31, 2020, may obtain the User ID and Password in the following manner:
- i) If the mobile number of Member is registered against Folio No. / DP ID - Client ID, Member may send SMS: MYEPWD <space> e-voting Event Number + Folio No. or DP ID - Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> e-voting Event Number + Folio No.
 - ii) If e-mail address or mobile number of Member is registered against Folio No. / DP ID - Client ID, then on the home page of <https://evoting.karvy.com>, Member may click "Forgot Password" and enter Folio No. or DP ID - Client ID and PAN to generate a Password.
 - iii) Member may call KFin's toll free number 1800-345-4001.
 - iv) Member may send an e-mail request to evoting@karvy.com.

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

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

Name	Shri Ramesh Kumar Sharma
Date of Birth	September 27, 1957
Qualifications	Certified Associate of Indian Institute of Bankers, B. Com. & M. Com. from University of Rajasthan, Jaipur
Expertise in specific functional areas	Administration, governance and industry experience
Date of first appointment on the Board	February 7, 2014
No. of meetings of the Board attended during financial year 2019-20	4 of 5
Remuneration drawn during the year 2019-20	Rs.81.84 lakh
Relationships between directors inter-se & Key Managerial Personnel	None
Directorships held in other public 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