



Date: 06/09/2022

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

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

**Sub.: Notice of the 17<sup>th</sup> Annual General Meeting**

Dear Sir / Ma'am,

This is with reference to our letter dated August 25, 2022, wherein it was informed that the 17<sup>th</sup> Annual General Meeting of the Company will be held on Friday, September 30, 2022 at 1:00 P.M. (IST) through Video Conferencing / Other Audio Visual Means.

In continuation to the aforesaid letter and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Notice of the 17<sup>th</sup> Annual General Meeting of the Company.

Kindly take the same on record.

Thanking you,  
For **PC Jeweller Limited**

VIJAY  
PANWAR  
(VIJAY PANWAR)  
Company Secretary

Digitally signed by  
VIJAY PANWAR  
Date: 2022.09.06  
18:21:38 +05'30'

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: info@pcjeweller.com, Website: www.pcjeweller.com

# NOTICE

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of Members of PC Jeweller Limited will be held on Friday, September 30, 2022 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 the audited standalone financial statements of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors and Statutory Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 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.

### SPECIAL BUSINESS:

#### 3. RE-APPOINTMENT OF SMT. SANNOVANDA MACHAIAH SWATHI (DIN: 06952954) 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

of the Companies Act, 2013 (the “**Act**”) 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) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Smt. Sannovanda Machaiah Swathi (DIN: 06952954), who holds office as an Independent Director upto January 18, 2023 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for second term of 5 (Five) years with effect from January 19, 2023.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

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

Sd/-

(VIJAY PANWAR)

**Company Secretary**

Place: New Delhi

Date: August 9, 2022

### NOTES:

1. In view of the ongoing Covid-19 pandemic, Ministry of Corporate Affairs (“**MCA**”) vide General Circular No. 02/2022 dated May 5, 2022 in continuation to the circulars issued earlier in this regard (collectively referred to as “**MCA Circulars**”) permitted holding of the Annual General Meeting (“**AGM**”) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”) up to December 31, 2022, without the physical presence of Members at a common

venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the “**Act**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and MCA Circulars, the 17<sup>th</sup> AGM of the Company is being held through VC / OAVM. The deemed venue of the 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 the AGM. Hence, Proxy Form, Route Map and Attendance Slip are not annexed to this Notice.

3. The explanatory statement pursuant to Section 102 of the Act in respect of Special Business Item No. 3 is annexed hereto and forms part of the Notice. The Board considered that Special Business Item No. 3, being unavoidable, shall be transacted at this AGM of the Company.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In compliance with MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the 17<sup>th</sup> AGM along with Annual Report 2021-22 is being sent through electronic mode to those Members whose e-mail addresses are registered with Depository Participants ("DPS") / Company / Registrar & Transfer Agent ("RTA") - KFin Technologies Limited ("KFin"), unless any member has requested for a physical copy of the same. AGM Notice and Annual Report will also be available on the Company's website [www.pcjeweller.com](http://www.pcjeweller.com), websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin at <https://evoting.kfintech.com>.
6. The Company has engaged the services of KFin, as the Agency, for participation of Members in the 17<sup>th</sup> AGM through VC / OAVM, facility for remote e-voting and e-voting at the AGM.
7. Only those Members, whose names appear in Register of Members / List of Beneficial Owners as on **Friday, September 23, 2022 ("Cut-off Date")** shall be entitled to vote (through remote e-voting and at the 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.
8. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid / unclaimed dividend amounts lying with the Company as on March 31, 2021 on

its website [www.pcjeweller.com](http://www.pcjeweller.com) in Investor section and also with the MCA.

As per Section 125 of the Act, any dividend amount remaining unpaid / unclaimed for a period of 7 years from the date of transfer to unpaid dividend account, is required to be transferred to Investor Education and Protection Fund ("IEPF"). Accordingly, unclaimed dividends for financial years 2012-13 and 2013-14 have been transferred to IEPF by the Company. Also, the shares on which dividend remained unpaid / unclaimed for 7 consecutive years were transferred to the demat account of IEPF Authority as per Section 124 of the Act read with IEPF Rules.

In view of this, Members are requested to claim their unpaid dividends declared by the Company for financial year 2014-15 and thereafter, within the stipulated time and contact the Company or its RTA for claiming the same. In accordance with IEPF Rules, individual communications were sent to those Members whose shares are due for transfer to IEPF Authority during current financial year, informing them to claim their unclaimed / unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and notice in this regard was also published in Newspapers.

9. Investors / Members may note that unclaimed share application money / dividends and relevant shares transferred to IEPF Authority can be claimed back. Concerned Investors / Members are advised to visit the weblink <http://iepf.gov.in/IEPF/refund.html> or contact the Company's RTA for lodging the claim for unclaimed share application money / dividends and relevant shares from IEPF Authority.
10. 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 e-voting at the AGM in a fair and transparent manner.
11. Members who would like to express their views or ask questions during the 17<sup>th</sup> AGM may register themselves as a speaker from 9:00 A.M. (IST) to 5:00 P.M. (IST) on September 26, 2022 by logging on at <https://emeetings.kfintech.com> and clicking on Speaker Registration option. Only those Members, who have registered themselves as a speaker, will 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.
12. Members are requested to carefully read the '**Instructions for attending the 17<sup>th</sup> AGM, remote e-voting and e-voting at the 17<sup>th</sup> AGM**' mentioned hereunder:



**A) Instructions for attending the 17<sup>th</sup> 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.
- ii) After logging in, click on "Video Conference" option.
- iii) Then click on camera icon appearing against AGM event of PC Jeweller Limited to attend the AGM. Please do the echo test once you enter into the AGM room.
- iv) For better experience, Members are requested to join the meeting through laptops, tablets etc. using Google Chrome or other browsers such as Firefox, Safari or Microsoft Edge after removing firewalls.
- v) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation in the AGM. Participants may experience audio / video loss due to fluctuation in their respective networks.
- vi) Facility of joining the AGM through VC / OAVM will open 30 minutes before the scheduled time of the AGM.
- vii) Facility of joining the AGM through VC / OAVM shall be available for 1,000 Members on first come first serve 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 as well as Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- viii) Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are requested to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc., authorizing their representatives to attend / participate in the AGM through VC / OAVM on their behalf and to vote through remote e-voting / e-voting at the AGM. The said Board Resolution / Authority Letter etc. shall be sent to the Scrutinizer at the e-mail address [rss.scrutinizer@gmail.com](mailto:rss.scrutinizer@gmail.com) with copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). Institutional Members are encouraged to attend and vote at the AGM.
- ix) Members, who have cast their votes by remote e-voting can also attend the AGM through VC / OAVM but shall not be entitled to cast their votes again.

- x) In case of any query relating to the procedure for attending the AGM through VC / OAVM or for any technical assistance, Members may call on KFin's Toll Free No.: 1800-309-4001 or send an e-mail at [evoting@kfintech.com](mailto:evoting@kfintech.com).

**B) Instructions for remote e-voting and e-voting at the 17<sup>th</sup> AGM:**

- i) In compliance with the 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 pleased to provide to its Members the facility to exercise their right to vote by electronic means. The Company has engaged the services of KFin as the Agency to provide the facility of remote e-voting (before the AGM) and e-voting (at the AGM).
- ii) Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM.
- iii) 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, September 27, 2022**

**End of remote e-voting : Up to 5:00 P.M. (IST) on Thursday, September 29, 2022**

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.

- iv) Only those Members, who are present at 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 at the AGM.
- v) 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.
- vi) 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.
- vii) In case of any query on e-voting, please visit Help and FAQs section available at KFin's website <https://evoting.kfintech.com> or e-mail at

evoting@kfintech.com or call KFin's Toll Free No.: 1800-309-4001.

- viii) 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 / DPs in order to increase the efficiency of the voting process.
- ix) 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 DPs to access e-voting facility.

- x) The detailed process and manner for remote e-voting and e-voting at the AGM are 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 KFin'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 mode with National Securities Depository Limited ("NSDL")	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Click on the "Beneficial Owner" icon under "Login" under "IDeAS" section.</li> <li>iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</li> <li>iv) Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services:</b></p> <ul style="list-style-type: none"> <li>i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>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></li> <li>iii) Proceed with completing the required fields.</li> <li>iv) Follow steps given in points 1.</li> </ul> <p><b>3. Alternatively by directly accessing the e-voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>i) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii) Click on the icon "Login" which is available under "Shareholder/Member" section.</li> <li>iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>iv) Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name i.e. KFin.</li> <li>v) On successful selection, you will be redirected to KFin's e-voting page for casting your vote during the remote e-voting period.</li> </ul>



Type of shareholders	Login Method
Individual shareholders holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on New System Myeasi.</li> <li>iii) Login with your registered User ID and Password.</li> <li>iv) The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFin's e-Voting portal.</li> <li>v) Click on e-voting service provider name to cast your vote.</li> </ul> <p><b>2. User not registered for Easi / Easiest:</b></p> <ul style="list-style-type: none"> <li>i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii) Proceed with completing the required fields.</li> <li>iii) Follow the steps given in point 1.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Provide your demat Account Number and PAN No.</li> <li>iii) System will authenticate user by sending OTP on registered mobile &amp; e-mail as recorded in the demat Account.</li> <li>iv) After successful authentication, user will be provided links for the respective ESP i.e. KFin where the e-voting is in progress.</li> </ul>
Individual shareholders login through their demat accounts / Website of DP	<p><b>1.</b> 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><b>2.</b> Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p><b>3.</b> Click on options available against company name or e-Voting service provider - KFin and you will be redirected to e-voting website of KFin for casting your vote during the remote e-voting period without any further authentication.</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 respective websites.

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

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 22 44 30.
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 addresses are registered with the DPs / Company / RTA, will receive an e-mail from KFin, 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.
  - 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 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.
  - 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. September 23, 2022** (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 addresses are not registered with the DPs / Company / RTA, will have to follow the following process:
- i) Members who have not registered their e-mail addresses and consequently Annual Report 2021-22 and Notice of 17<sup>th</sup> AGM including e-voting instructions cannot be serviced to them electronically, may temporarily get their e-mail address and mobile number registered with KFin. For this purpose, Members are requested to:
    - a) visit the URL: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
    - b) Select the Company name i.e. PC Jeweller Limited and provide requisite details to register their e-mail address and mobile number.
  - ii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
13. Any person who becomes Member of the Company after despatch of the 17<sup>th</sup> AGM Notice and holds shares as on the Cut-off Date i.e. September 23, 2022 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.kfintech.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 No. 1800-309-4001.
- iv) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).

14. Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of the Directors seeking re-appointment at the 17<sup>th</sup> AGM are annexed hereto and forms part of this Notice.

15. Relevant documents referred to in this Notice and explanatory statement will be available for inspection electronically without any fee by Members upto the date of the AGM. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from Secretarial Auditor in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection electronically by Members during the AGM. Members desirous of inspecting such documents may send request from their registered e-mail address to [investors@pcjeweller.com](mailto:investors@pcjeweller.com) by mentioning their DP Id – Client Id / Folio Number.

16. 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.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pcjeweller.com](http://www.pcjeweller.com) and also on KFin's website <https://evoting.kfintech.com>. Simultaneously the results shall also be forwarded to BSE and NSE, where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 30, 2022.

17. **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. Further, SEBI vide its Circular**

**dated January 25, 2022 has mandated that securities shall be issued only in dematerialised form while processing duplicate / unclaimed suspense / renewal / exchange / endorsement / sub-division / consolidation / transmission / transposition service requests received from physical securities holders. 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. Members can contact the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for seeking necessary assistance / guidance in this regard.**

18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members free of cost after making requisite changes.

19. **SEBI vide Circular dated November 3, 2021 read with Circular dated December 14, 2021 mandated furnishing of PAN, KYC, nomination and bank account details by holders of physical securities. Members holding shares in physical form are therefore requested to furnish the aforesaid documents / details with the Company's RTA. Effective from January 1, 2022, any service requests or complaints received from Member, will not be processed by RTA till the aforesaid documents / details are provided to RTA. On or after April 1, 2023, in case any of the aforesaid documents / details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the Company's website [www.pcjeweller.com](http://www.pcjeweller.com) in Investor section.**

**Members holding shares in demat form are requested to submit their PAN, bank and other details with their respective DPs.**

20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for Members in respect of their shareholding in the Company. Members, who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form No. SH-14. The said forms can be downloaded from the Company's website at [www.pcjeweller.com](http://www.pcjeweller.com) in Investor section. Members are requested to submit the said form with their respective DPs (in case the shares are held in demat form) and with the Company's RTA (in case the shares are held in physical form).



21. 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 addresses, are requested to register the same with:

- i) their respective DPs (in case the shares are held in demat form); and

- ii) with the Company's RTA (in case the shares are held in physical form) at the e-mail address – einward.ris@kfintech.com along with the scanned copy of signed request letter mentioning their folio number, name and address, scanned copy of share certificate (front and back), self-attested scanned copy of PAN card and address proof viz. Aadhar Card, Driving License, Passport etc.

## EXPLANATORY STATEMENT

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

### Item No.: 3

Smt. Sannovanda Machaiah Swathi was appointed as an Independent Director of the Company at the 13<sup>th</sup> Annual General Meeting held on September 29, 2018, for a period of 5 years with effect from January 19, 2018 to January 18, 2023.

On the basis of performance evaluation and recommendation of Nomination and Remuneration Committee, the Board of Directors ("Board") at its meeting held on August 9, 2022 recommended the re-appointment of Smt. Swathi as an Independent Director, for second term of 5 (Five) years with effect from January 19, 2023 to January 18, 2028, subject to the approval of Members. Further, in terms of Section 160(1) of the Companies Act, 2013 (the "Act"), the Company has received a notice in writing from a Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Smt. Swathi are provided as Annexure to this Notice.

Smt. Swathi has intimated to the Company that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and also given her consent to act as a Director. Smt. Swathi also confirmed that she is not debarred or disqualified from being appointed or holding the office as a director of companies by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Smt. Swathi has also given declaration to the Company that she meets the criteria of independence as provided under the Act and the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and confirmed that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

In the opinion of the Board, Smt. Swathi is a person of integrity, possesses relevant expertise / experience and fulfils the conditions specified in the Act and the rules made thereunder as well as Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the management.

The Board has considered her diverse skills, leadership qualities, expertise / competencies in business and strategy, financial risk and management etc., as being key requirements for this role. In view of the aforesaid, the Board is of the opinion that Smt. Swathi possesses requisite skills and capabilities so as to enable the Board to discharge its functions and duties effectively and hence, it is desirable to re-appoint her as an Independent Director. The draft letter of re-appointment of Smt. Swathi as an Independent Director, setting out the terms and conditions, would be available for inspection by Members electronically.

In terms of Section 149 read with Schedule IV of the Act and Listing Regulations, re-appointment of Independent Director for second term requires approval of Members by way of a special resolution. Accordingly, the Board recommends the resolution set out at Item No. 3 of this Notice for your approval by way of a Special Resolution.

Except Smt. Swathi and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

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

Sd/-

Place: New Delhi

Date: August 9, 2022

(VIJAY PANWAR)

**Company Secretary**


**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 17<sup>TH</sup> ANNUAL GENERAL MEETING**

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

<b>Name</b>	<b>Shri Ramesh Kumar Sharma</b>	<b>Smt. Sannovanda Machaiah Swathi</b>
<b>Director Identification Number</b>	01980542	06952954
<b>Date of Birth</b>	September 27, 1957	July 24, 1957
<b>Qualifications</b>	Certified Associate of Indian Institute of Bankers, M.Com. and B.Com.	Certified Associate of Indian Institute of Bankers, MBA (Finance), M.Sc. (Agriculture Economics) and B.Sc. (Agriculture)
<b>Brief profile</b>	Shri Sharma aged 64 years is associated with the Company since April 2007 and over a period of 15 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.	Smt. Swathi aged 65 years has rich experience in rural, commercial and social banking. After joining Corporation Bank, she rose upto the level of General Manager. She was the first lady executive of Corporation Bank right from AGM to GM level. Thereafter, she was associated with Bhartiya Mahila Bank as an Executive Director and acting Managing Director and also as an advisor, Deputy Managing Director level with State Bank of India at the time of retirement.
<b>Expertise in specific functional areas</b>	Administration, governance and industry experience	Review and strategic implementation of goals, financial and risk management etc.
<b>Date of first appointment on the Board</b>	February 7, 2014	January 19, 2018
<b>No. of meetings of the Board attended during financial year 2021-22</b>	5	2
<b>Remuneration drawn during financial year 2021-22</b>	₹ 39.71 lakh	Sitting Fee - ₹ 0.80 lakh
<b>Relationships between directors inter-se &amp; Key Managerial Personnel</b>	None	None
<b>Directorships held in other Indian companies (excluding foreign companies and Section 8 companies)</b>	None	Simplex Castings Limited Bhartiya International Limited Gold Plus Glass Industry Limited Aviom India Housing Finance Private Limited
<b>Memberships / Chairmanships of committees of the Board of public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	<b>PC Jeweler Limited</b> Stakeholders Relationship Committee	<b>Simplex Castings Limited</b> Audit Committee Stakeholders Relationship Committee <b>Gold Plus Glass Industry Limited</b> Audit Committee
<b>Shareholding in the Company</b>	1,32,500 equity shares	Nil
<b>Names of listed entities from which Director has resigned in the past three years</b>	None	None